

BAY COUNTY RETIREMENT BOARD OF TRUSTEES AGENDA
TUESDAY, MAY 12, 2015 @ 1:30 P.M.
COMMISSIONERS CHAMBERS
515 CENTER AVENUE - 4TH FLOOR
BAY CITY, MI 48708

PAGE	I.	CALL TO ORDER
	II.	ROLL CALL
	III.	MINUTES
1-10	A.	APRIL 14, 2015
	IV.	PUBLIC INPUT
	V.	PETITIONS & COMMUNICATIONS
	A.	THE BOGDAHN GROUP - HOWARD POHL & PETER BROWN
	1.	FIRST QUARTER REPORT 2015
11- 12	2.	CORRESPONDENCE - MACKAY SHIELDS SUGGESTED CHANGE TO CONVERTIBLE INVESTMENT PORTFOLIO GUIDELINES.
13 - 16	B.	MONTHLY REPORTS - RES NO. 2015-17
	1.	PORTFOLIO VALUE - 1/1/15 -
	2.	CHANGE IN BOOK AND MARKET VALUE -3/31/15
	3.	MONEY MANAGERS ON WATCH - (EFFECTIVE DATE)
	a.	NONE
	4.	MONEY MANAGER REPORTS
	a.	COLUMBIA - ENDING 3/31/15 QUARTERLY
	b.	CORNERSTONE - ENDING 3/31/15 QUARTERLY
	c.	EAGLE ASSET MGMT -ENDING 3/31/15
17 - 82	d.	HOTCHKIS & WILEY - ENDING 3/31/15, PROXY VOTING QUARTERLY REPORT 3/31/15
	e.	INTEGRITY - 3/31/15 QUARTERLY REPORT
	f.	LOOMIS SAYLES - ENDING 3/31/15
	g.	MACKAY SHIELDS - ENDING 3/31/15 QUARTERLY, PROXY VOTING QUARTERLY REPORT 3/31/15
	h.	MFS INVESTMENT - ENDING 3/31/15 QUARTERLY, PROXY VOTING QUARTERLY REPORT 3/31/15
	i.	MFS HERITAGE TRUST - ENDING 3/31/15 QUARTERLY, PROXY VOTING QUARTERLY REPORT 3/31/15

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COMMISSIONERS CHAMBERS
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- j. SCHRODERS -ENDING 3/31/15
- 5. RECAPTURE SERVICES
- 83 - 84
 - a. ABEL/NOSER - SUMMARY ENDING 3/31/15
 - b. CAPIS - SUMMARY ENDING 3/31/15
- 85 - 90
 - 6. NORTHERN TRUST
 - a. SUMMARY EARNINGS - ENDING 3/31/2015
- 91
 - 7. REFUNDS/RETIREMENTS ENDING - 4/30/2015
- 92 - 97
 - 8. BCERS YTD BUDGET REPORT - ENDING 4/30/2015
- 98
 - 9. APPROVED EXPENSES - 04/30/2015
- C. CORPORATION COUNSEL - SHAWNA WALRAVEN
 - 1. DISABILITY RETIREMENT POLICY
- 99 - 102
 - D. NON-DUTY DISABILITY RETIREMENTS
 - 1. LAURA JANOWICZ - GENERAL RES NO. 2015-18
 - 2. STACY FLETCHER - BMC RES NO. 2015-19
- VI. ANNOUNCEMENTS
 - A. NEXT REGULAR MEETING - JUNE 9, 2015 AT 1:30 P.M.,
COMMISSIONERS CHAMBERS, 515 CENTER AVENUE 4TH
FLOOR, BAY CITY, MI 48708
- VII. UNFINISHED BUSINESS
- VIII. NEW BUSINESS
- IX. MISCELLANEOUS BUSINESS
- X. ADJOURNMENT

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
APRIL 14, 2015 - REGULAR MEETING
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NOTE: In addition to these typed minutes, this board meeting was also taped. These tapes are available for review in the Retirement Office

A meeting of the Board of Trustees was held on April 14, 2015 at 1:30 p.m. in the Commission Chambers, 4th Floor, Bay County Building, 515 Center Avenue, Bay City, Michigan. Roll call taken.

Trustees Present: Chairperson Gray, Mr. Brzezinski, Mr. Gromaski, Mr. Herek, Mr. Pett, Mr. Starkweather, and Ms. Goetz.

Trustee Coonan arrived at 1:36 p.m.

Trustees Absent: Trustee Morse.

Also Present:

Consultant: The Bogdahn Group: Howard Pohl and Peter Brown.
Finance Officer: Crystal Hebert
Retirement Administrator: Rebecca Marsters
Corporation Counsel: Shawna Walraven
Attorney: Timothy Michaud
Public: Yes

The meeting was called to order by Chairman, Steve Gray at 1:35 p.m.

MOTION 25: Moved, supported and carried to excuse Mr. Morse.

MOTION 26: Moved, supported and carried to approve the minutes, as printed, from the March 10, 2015 meeting.

Mr. Gray called for public input. As there was no public input, he moved onto petitions and communications.

Trustee Morse entered the meeting at 1:40 p.m.

Present today are Adam Friedman and Andrea Leistra of Integrity Asset Management from Birmingham, Michigan to present the performance report. A copy was provided to all Trustees, in advance, via the web.

Ms. Leistra reviewed that the parent company of Integrity, Munder Capital Management, was acquired by Victory Capital November 1, 2014. Integrity Asset Management is an investment franchise of Victory Capital. Integrity Management remains as the name on the Bay County Retirement System portfolio. The entire team remains intact. They have added one individual to the team, Patrick Kennedy, who is helping out as more of a product specialist supporting the portfolio managers with their research, reporting and whatnot. Things are status quo from a client manager relationship perspective.

Mr. Friedman reviewed the firm. They have \$380 million under management in mid cap. Integrity itself has about \$5.5 billion and the bulk of that is small cap value and mid cap value.

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He reviewed the portfolio's performance. They were disappointed the first quarter they just barely beat the index. They have been underweight in utilities. They picked up only a few basis points in utilities. He stated they should have picked up 20 or 30 basis points given the underweight and position in utilities.

Ms. Leistra stated on the growth side, because Munder Franchise is a mid cap growth discipline, they struggled last year terribly against the benchmark, but did very, very well-very similar to peers. She thinks mid cap in general was just a very tough benchmark.

Mr. Friedman stated it is a benchmark that if interest rates do go up, you will see us outperforming dramatically because of underweights in utilities and REITS.

He went over sector allocations with profits in Consumer Discretionary. Financials are underweight and most of that is in REITS. He spoke of health care and Cigna, one of their largest holdings, being rebalanced out of the index. They will begin to trim that back and raise that position in the next few months so their weight in health care will come down. Industrials is a little overweight and some of that is aerospace. Technology was probably one of their best performers this year. He talked about the upcoming Russell evals that happen once a year and stated there will be a lot of energy stocks coming to the mid cap values and small cap values. The energy weight will move up a little bit as stocks appreciate.

Mr. Pohl asked if he could talk about the firm a little bit more on how accounts gained or lost the assets, any limits on the amount of money you manage.

Mr. Friedman stated as a mid cap they manage about \$380 million. They could manage quite a bit more in mid cap. As far as the overall firm, he stated they have pension plans that take money out every year so they lose a little bit there. They gain new accounts on the retail side and in 401K plans. They have gained more than has flowed out. Ms. Leistra stated they have mutual funds associated with the discipline as well and that is kind of an area that is harder to track. In general, they are in a net gain position, but not a significant gain. Mr. Friedman stated the small cap fund is essentially closed. The mid cap fund has about \$500 or \$600 million left to capacity. The Micro cap equity has a little capacity left.

He stated Patrick Kennedy is a liaison between Integrity and the clients and helps writing information and communicating with clients and internal communications. As far as adding more people to the team, unless someone came across that had great experience, they don't foresee adding to the team. The last person they hired was about a year and a half ago, Michael Wayton.

Mr. Friedman talked about stock selection and their discipline which is the right company at the right time and the right price.

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Mr. Friedman and Ms. Leistra answered questions from Trustees, concluded the presentation, and departed.

MOTION 27: Moved, supported and carried to receive the report from Integrity Asset Management.

RES 2015-14: Moved, supported and carried to adopt resolution 2015-15 to receive the following monthly reports: Portfolio Value -1/1/15 to 3/31/15, Change in Book & Market Value - 2/28/15, Money Managers on Watch - None, Money Managers reports: Baird ending 2/28/15, Cornerstone ending 2/28/15, Eagle Asset Mgmt Ending 2/28/15, Hotchkis & Wiley ending 2/28/15, Loomis Sayles ending 2/28/15, MFS Investment ending 2/28/15, MFS Heritage Trust ending 2/28/15, Mackay Shields ending 2/28/15; Recapture Services: Abel/Noser ending 2/28/15, CAPIS ending 2/28/15; Northern Trust Summary Earnings ending 2/28/15, Refunds/Retirements ending 3/31/15, BCERS YTD Budget Report ending 3/31/15, and Approved Expenses ending 3/31/15.

Trustee Coonan asked about the Change in Book and Market Value Report. Trustee Gray stated he believed it was a report that Trustee Starkweather had asked the staff to start. Trustee Coonan asked what the difference was between the two reports. Mr. Pohl explained that Book Value is what you pay for a stock and market value is whatever it is worth at any point in time. You buy something for \$100,000; that is your book value. Now it is worth \$1 million and that is your market value.

Trustee Coonan asked what the time frame was for the book value. Mr. Pohl stated whenever you bought it.

Trustee Coonan asked who was keeping track of this. Ms. Hebert stated they adjust to the market value on the accounting ledger at the end of the year. They record the book value throughout the year and the end of the year they record the market value on the general ledger. He asked if they were keeping track of the previous year or the year before that. Ms. Hebert stated that would be available on the accounting ledger. She stated these are audited at the end of the year. Trustee asked if it was something we were doing before. Ms. Hebert stated that it was.

The next item was the Disability Retirement Policy. Ms. Walraven stated the Board asked for a little bit of time to review the policy and bring back questions. She put together some of the main issues that they would need to discuss and she would be happy to take questions to work on to make sure the policy fits with the Retirement System and with the requirements the Board would like to see. She stated some of the main issues are the process, the application, Board review and appeal of the process, the medical director's requirement if it was detailed what meetings the medical director needs to have and what reports they need to provide to the Board as well as the member's documentation and responsibilities and the re-examination process. Also, the requirements, procedures, expenses, and recovery and then the interplay with

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going forward with the policy and she would work on tailoring the model policy for the Retirement System.

The Board asked a variety of questions regarding the Disability Policy.

Mr. Michaud stated those are the main categories and comments that need to be addressed. On the topic of re-examination, it does say "may". It is the Pension Board's responsibility to make sure that those individuals who are getting a disability are, in fact, eligible and continue to be eligible. They expect that anyone getting Disability Retirement meets the requirements. He stated you do not want to be paying a disability benefit if someone is more than capable of doing that responsibility. The other thing is a recommendation to the Pension Board that they do not want to pick and choose individuals to re-examine. His recommendation would be to do it universally across the board unless there is some medically documented injury or illness that would support a permanent waiver of the re-examination requirements. From the standpoint of a liability if you do not re-examine someone, then you are often open to liability for paying a benefit that they are potentially not eligible. If you do the examination, then you are doing what the ordinance provides.

In response to trustee's question of when to start the process and what would be involved, Mr. Michaud stated he would say it is similar to a disability application of approving the individual disability in the beginning, but could potentially be less in terms of involvement. The medical director is going to have to look at all the medical reports. It may be that based on the medical reports your doctor will say he does not think a re-examination is required. Based on medical reports, he could certify that this person continues to be disabled. the medical director could say even though they have the reports they want to do a medical re-exam. The Board will rely on the medical director and their expertise to determine what level of examination. At a minimum, there should be some level of review and that has been required of Board's Medical Director to certify on a period basis if the person continues to meet the requirements.

There were questions as to the expense of the re-examination process. Mr. Michaud explained that right now the way it is designed it would be a plan expense. Clearly a pro rata share of the total plan expense, if you pay a dollar out of the plan then it requires a dollar to replace that dollar. The appropriate departments would be paying their prorated share of that additional cost. However, it is a plan-wide expense and he does not generally see plan specific invoicing to the individual departments and/or individuals.

Mr. Michaud told the Board he appreciated the fact that they were discussing this. He does think it is very important. He stated what the Board does not want is to be one of the boards that has a retiree that is on disability and is working another job and shows up in the newspaper. He stated even though you have never re-examined anyone before, that does not mean that the provision wasn't there and you could have and going forward you could implement that provision. From that standpoint, he would be happy to work with the Board in any capacity. He looks at this as somewhat of an insurance policy to protect the Board and protect the retirement system from a system standpoint.

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Chairman Gray asked Ms. Walraven to speak to her concerns.

Ms. Walraven stated as we go forward we definitely have to establish a uniform policy. No matter what the policy is, it has to be uniformly applied to everyone. As Trustee Brzezinski brought up about the medical director, this is something that if we change the policy we will implement that with our current medical director who is up for the RFP process. We will re-examine that criteria. For compliance issues, there are no issues with our current medical director. He is an independent contractor so legally we are good. There are expenses. There is also a thought of recuperation of money. That this is paying out unnecessarily to someone who is abusing the system so when we balance the expenses we do need to look at the recuperation as well. These are policy decisions that are reserved to this Board so it is important to have the Board's input. She stated the Board members can email or call her at any time.

Mr. Pohl stated most, if not every board he deals with, have a re-examination policy. He stated the Board is asking all the right questions, but people do abuse it.

Chairman Gray would like Ms. Walraven to put together a list of the 8 to 10 points that are the toughest decisions building this policy and possibly having a special meeting with some more education in order to put this policy together.

Trustee Brzezinski asked Mr. Michaud on a scale of 1 to 10 to give the Board an idea where this Board is on the spectrum of other retirement boards. Mr. Michaud stated the vast majority, if not close to high 90% of their clients do the re-examination because they feel it is better to certify the process and ensure the fact that someone is eligible from the beginning to the end.

Ms. Walraven stated one other tool would be to survey some other counties through the MAPERS website and through other lists to see what other boards are doing and look at their policies just as a way to give the Board more information.

Chairman Gray stated he had questions on the following: yes or no on re-examination, at what point to implement this policy, whether or not to continue to use the county's medical examiner or whether to go outside to other medical professionals, and the approach as far as appeal - is it open to just the one asking for it or is an appeal also open to the employer? He believes the appeal process has to be made very clear. He asked Ms. Walraven to include these questions.

The next item Ms. Walraven talked about was the ordinance approval process. She stated the ordinance amendment process is something that needed to be discussed and in working with the Department of Water and Sewer it has come to a better understanding. She stated when a benefit is bargained for either through collective bargaining or through a general policy change, if it affects the retirement ordinance, the next step would be for that group to send it to our actuary for a supplemental actuarial analysis. As she stated at the last meeting, it is only when a benefit is enlarged and after talking to Mr. Michaud, she understands why we might need a broader reading. It is really just

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)

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for administrative purposes for this Board so we have it noted. Once that has been given to the Pension Board, there are seven days before it can be adopted by the Board. The Board that needs to approve that benefit is the Board that provides that benefit to the employee. Once that Board approves it, it is effective upon that decision-making Board's body. The prior assumption was that it was always the Board of Commissioners. As stated before, the decision-making body is the Board that has the full authority to determine employee benefits. For example, the board governing the Department of Water & Sewer is the Road Commission Board. Of the entities that are included in our system the General County and Sheriff Group obviously it is the Bay County Board of Commissioners. For the Road Commission and Department of Water & Sewer Groups, it is the Bay County Board of Road Commissioners. Bay-Arenac Behavioral Health is the Bay-Arenac Behavioral Health Board of Directors. The Bay Medical Care Facility is the Bay County Board of Human Services and the Library is the Library Board of Library Trustees.

The next item is to receive the memo and supplemental actuarial analysis for the Department of Water & Sewer Res 2015-15.

Discussion with Tom Paige from the Department of Water & Sewer, who was present today. Mr. Paige stated there was a previous version of this back in 2007 or 2008 that was negotiated. At that time, in that contract and previous contracts, the directors, the union group, the labor and the Department of Water and Sewer were looking at what costs there were to the overall benefit package and how they could become be a sustainable enterprise. He talked about the Department of Water and Sewer being compensated through their rates and keeping rates in line to be fair to the employees and be sustainable with the promises made to the employees over time. Really at that time it was the entire package that was looked at and there was an incident where the union came to management and requested a change in that policy. So, the change took effect January 1, 2008 and was at the request of the Union with agreement of management. He stated they have come to a point now where they are hiring some other employees and they think this makes sense for new employees. They sat down again and negotiated with the union and it was approved by the union. As Mr. Paige understands it, the formula is dictated by the state, by state statute on how it is calculated. He stated the employee is often times not paying the true cost of the benefit. That seems to be what is happening and affecting the fund.

Trustee Coonan stated he understood that when the union negotiated that in 2008, the Department of Water & Sewer was not aware that the purchase of this time was not the true cost of that benefit and that is why it was negotiated. Trustee Coonan stated the problem is not the buying of the time, but the problem is paying for the time. That is what needs to be looked at and not necessarily denying anybody the opportunity to buy time, but to make sure that they have the ability to buy that time at the fair cost that does not negatively impact the pension. He stated he does not want to take a benefit away from a future employee or a current employee who is going to buy time in the future.

Mr. Paige stated he thinks the true benefit or the cost is really the issue as Mr. Coonan also stated. If the statutes that apply in this case were changed,

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RESOLUTION 2015-15: Moved, supported and carried to adopt resolution 2015-15 to receive the memo and supplemental actuarial analysis for the Department of Water and Sewer.

ROLL CALL:

Brzezinski - Yes
Coonan - No
Gray - No
Gromaski - Abstain
Herek - No
Morse - No
Pett - Yes
Starkweather - Yes
Goetz - Yes

Chairman Gray stated he will switch his vote to yes, but to let the record show that he is opposed to this.

Next is approval to purchase of new digital transcription equipment. There was discussion to have the Board approve up to \$1300. Trustee Pett asked about the costs ranging from \$870 up to \$1300. Ms. Walraven explained the reason they were asking for \$1300 is that this assumes they are going to split the cost 50% with the Board of Commissioners for the new digital recorder. That is just allowing the Retirement System to purchase it if the Board of Commissioners does not want to purchase the digital recorder. Also, looking at the possibility of another license if it was determined that both Rebecca and Tracy, working in that office, needed licenses. Those are two things that they are still discussing. It was up to \$1300, but they expect the cost to be \$870. Trustee stated if the extra license is needed it is going to be more than \$1300. Ms. Walraven stated it would not exceed \$1300 as there would be a discount on volume licenses.

RESOLUTION 2015-16: Moved, supported and carried to adopt resolution 2015-16 to approve the purchase of new transcription equipment up to \$1300.

ANNOUNCEMENTS:

- A. A special money managers meeting will be Thursday, April 23, 2015 at 8:30 A.M. in Commissioner's Chambers, 515 Center Avenue - 4th Floor, Bay City, MI 48708.
- B. The next regular meeting scheduled will be Tuesday, May 12, 2015 at 1:30 P.M. in the Commissioner's Chambers, 515 Center Avenue - 4th Floor, Bay City, MI 48708.

UNFINISHED BUSINESS:

Correspondence from Loomis Sayles stating the CEO, Robert Blanding, will transition CEO responsibilities to Kevin Charleston, President, effective May 1, 2015.

MOTION 28: Moved, supported and carried to receive correspondence from Loomis Sayles regarding transition of CEO responsibilities

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from Robert Blanding, CEO, to Kevin Charleston, President,
effective May 1, 2015.

Trustee Starkweather asked if Mr. Pohl had any input on this information.

Mr. Pohl stated it is just people stepping in the organization getting ready for retirement.

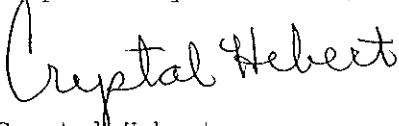
NEW BUSINESS: None

MISCELLANEOUS BUSINESS None

ADJOURNMENT:

MOTION 29: Moved, supported and carried to adjourn the meeting at 2:47
p.m.

Respectfully submitted,



Crystal Hebert
Finance Officer/Secretary

Transcribed by: Tracy Cederquist

MEETING OF THE **BCERS** BOARD OF TRUSTEES COMMITTEE

APRIL 14, 2015

IN THE BOARD OF COMMISSIONER'S CHAMBERS, LOCATED AT 515 CENTER AVENUE, 4TH FLOOR,
BAY CITY, MI 48708

MEETING CALLED TO ORDER BY: CHAIRPERSON STEVE GRAY AT 1:35 P.M.

MOTIONS

TRUSTEE	25	26	27	28	29					
BRZEZINSKI	S-Y	S-Y	Y	S-Y	S-Y					
COONAN	Y	M-Y	Y	Y	Y					
GRAY	Y	Y	Y	Y	S					
GROMASKI	Y	Y	M-Y	M-Y	M-Y					
HEREK	Y	Y	Y	Y	Y					
MORSE	E	Y	S-Y	Y	Y					
PETT	M-Y	Y	Y	Y	Y					
STARKWEATHER	Y	Y	Y	Y	Y					
GOETZ	Y	Y	Y	Y	Y					

CODE: M - MOVED; S - SUPPORTED; Y-YEA; N-NAY; A-ABSENT; E-EXCUSED

MEETING OF THE **BCERS** BOARD OF TRUSTEES COMMITTEE

APRIL 14 , 2015

IN THE BOARD OF COMMISSIONER'S CHAMBERS, LOCATED AT 515 CENTER AVENUE, 4TH FLOOR,
BAY CITY, MI 48708

MEETING CALLED TO ORDER BY: CHAIRPERSON STEVE GRAY 1:35 P.M.

RESOLUTIONS

TRUSTEE	2015-14	2015-15	2015-16							
BRZEZINSKI	M-Y	Y	S-Y							
COONAN	Y	N	M-Y							
GRAY	Y	Y	Y							
GROMASKI	Y	ABSTAIN	Y							
HEREK	Y	N	Y							
MORSE	Y	S-N	Y							
PETT	S-Y	M-Y	Y							
STARKWEATHER	Y	Y	Y							
GOETZ	Y	Y	Y							

CODE: M - MOVED; S - SUPPORTED; Y-YEA; N-NAY; A-ABSENT; E-EXCUSED



April 16, 2015

Dear Bay County Board Members:

I wanted to take this opportunity to write to you to suggest possibly changing the Bay County Employee Retirement System's convertible investment portfolio guidelines from an investment grade mandate to an all credit quality portfolio. I believe that expanding the investment guidelines would reduce the overall risk to the portfolio and allow the investment team to better navigate the convertible market.

Since the BCRS convertible account's inception at Mackay Shields LLC in 2003, the investment guidelines required that the account have an overall investment grade rating (minimum Standard & Poor's rating of BBB-) and that a minimum of 75% of the securities in the account have an investment grade rating. At the time the account was opened, approximately 40% of the overall convertible bond market was rated investment grade and there was a diverse universe of companies with investment grade convertible securities. Several years ago, however, the number of new investment grade convertible issues coming to the market dropped as extremely low interest rates rendered the convertible market less attractive to potential investment grade issuers. As existing investment grade securities matured and were not replaced by a similar number of new issues, the investment grade share of the convertible market shrank. As of March 31, 2015, investment grade securities made up approximately 20% of the overall U.S. convertible market. In addition, the investment grade market is concentrated, with a total of only 41 issues and the top five issues comprising 42% of the B of A Merrill Lynch Investment Grade Convertible Index. Due to this concentration, several industry sectors such as Healthcare and Financials have very large weightings in the investment grade universe, while other sectors such as Energy, Telecommunications, and Consumer Staples, are completely absent from the investment grade universe.

Given the nature of the investment grade convertible universe and the guideline requirement that 75% of the Bay County account be invested in investment grade securities, the BCRS account is more concentrated and less diversified than the all credit quality convertible accounts that we manage at Mackay Shields. Currently, the top ten securities in the Bay County convertible account comprises approximately 45% of the account's holdings, whereas our composite all credit quality portfolio has less than 25% of its value in its top ten holdings.

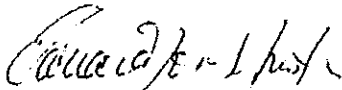
In an effort to increase the diversification of your account, I wanted to propose that you consider amending the BCRS convertible investment guidelines to allow the account to reflect the broader All U.S. Convertible Index, which contains 482 issues and representation from all industry sectors. An all credit quality portfolio would be more diversified and not much lower in overall credit quality than the current BCRS portfolio. Mackay Shields' all credit quality convertible accounts typically have an overall

credit quality rating of approximately BB+, just one notch below investment grade, as our investment process generally excludes companies that are highly speculative and/or heavily leveraged.

If the intent of the BCRS Trustees in 2003 was to reduce the risk of defaults in the portfolio by instituting the investment grade mandate, it should be noted that defaults in the overall convertible market are relatively uncommon. The default rate in the overall U.S. convertible market since 2003 was 1.4%. The default rate peaked in 2009 at 4.8%. By comparison, the peak default rate in the U.S. High Yield (non-convertible) debt market was 14.1% in 2009. Since the financial crisis of 2008-2009, the convertible default rate has declined to 1.1%.

In summary, I believe that the Bay County convertible account would benefit from the ability to select investments from across the entire U.S. convertible universe. The account would be more diversified across industry sectors and contain less single security risk inherent in a concentrated portfolio. If you would prefer not to amend the BCRS guidelines, we will continue to manage the portfolio with the investment grade mandate. I look forward to the opportunity to discuss this matter with you in person or on the telephone. Thank you.

Very truly yours,



Edward Silverstein

Portfolio Manager - Convertible Securities

Cc: Mr. Howard Pohl c/o The Bogdahn Group

BAY COUNTY RETIREMENT BOARD

5/12/2015

RESOLUTION

BY: BAY COUNTY RETIREMENT BOARD
 RESOLVED By the Bay County Retirement Board that the following reports are received:

1. PORTFOLIO VALUE - 1/1/15 - 3/31/15
2. CHANGE IN BOOK AND MARKET VALUE -3/31/15
3. MONEY MANAGERS ON WATCH - NONE
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5. RECAPTURE SERVICES
 - a. ABEL/NOSER - SUMMARY ENDING 3/31/15
 - b. CAPIS - SUMMARY ENDING 3/31 /15
6. NORTHERN TRUST SUMMARY EARNINGS - /15
7. REFUNDS/RETIREMENTS -ENDING 4/30/15
8. BCERS YTD BUDGET REPORT - ENDING 3/31/15
9. APPROVED EXPENSES - 4/30/15

STEVE GRAY, CHAIR
 AND BOARD

MONTHLY REPORTS MAY

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Steve Gray				Matthew Pett				Thomas Herek			
Richard Brzezinski				Jon Morse				Richard Gromaski			
Kim Coonan				Thomas Starkweather				Kristal Goetz			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____
 Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____

RET.	BAIRD	BARINGS	CORNERSTONE	DENVER	EAGLE (RJPN)	GENEVA	HOTCHKIS & WILEY	LOOMIS-SAYLES	MACKAY-SHIELDS	MFS	MFS INTER. NATIONAL	INTEGRITY	SCHRODER	COLUMBIA	VANGUARD	PRISSA	CASH	TOTAL
2015	63641	1530	464	28424	3900	4399	17427	30122	30122	4021	240073	50130	55312	44007				
JAN	25,954,494.81	18,548.92	14,930,255.11	0.11	9,746,990.22	22,736,052.32	10,466,425.37	36,179,554.50	19,088,857.01	46,475,541.50	15,278,006.70	21,347,500.05	17,386,557.17	44,653,307.82	14,848,350.99		4,590,099.44	304,085,341.84
FEB	25,698,772.32	18,293.74	14,500,336.44	0.11	10,309,476.56	24,218,314.77	11,215,546.48	35,589,858.38	24,428,781.07	33,165,671.83	24,740,538.82	22,445,787.78	26,408,553.80	31,897,449.58	30,858,317.96		3,437,191.54	318,889,088.15
MARCH	25,849,611.06	17,625.38	14,781,781.56	0.11	10,435,015.36	24,485,890.35	11,236,212.23	36,689,691.43	18,816,352.84	32,780,558.90	25,595,791.38	22,555,528.97	26,587,122.19	31,178,272.57	30,389,218.58		2,232,776.79	314,297,332.51
APRIL	25,791,286.30	18,349.97	13,913,870.08	0.11	10,080,308.23	24,420,047.69	11,231,576.62	36,471,974.37	15,891,922.14	32,578,453.55	25,378,185.39	22,080,940.19	27,899,024.97	31,524,713.83	30,658,654.29		4,559,077.37	312,851,350.48
MAY																		0.00
JUNE																		0.00
JULY																		0.00
AUG																		0.00
SEPT																		0.00
OCT																		0.00
NOV																		0.00
DEC																		0.00

2015	BAIRD	BARINGS	CORNERSTONE	DENVER	EAGLE	GENEVA	HOTCHKIS & WILEY	LOOMIS-SAYLES	MACKAY-SHIELDS	MFS	MFS INTL	INTEGRITY	SCHRODER	COLUMBIA	VANGUARD	PRISSA	CASH	TOTAL
1ST QTR									24,091.18								2,818,673.90	2,842,765.08
2ND QTR																	0.00	0.00
3RD QTR																	0.00	0.00
4TH QTR																	0.00	0.00
2014 YTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	24,091.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,842,765.08

[INVESTMENT MANAGER FEES ARE PAID FROM: 73127400 80100 (Professional Services)]

BAIRD
BARING
COLUMBIA
CORNERSTONE REAL ESTATE
EAGLE
GENEVA
HOTCHKIS & WILEY
INTEGRITY
LOOMIS SAYLES
MACKAY SHIELDS
MFS
SCHRODER
WENTWORTH

GOVERNMENTAL FIXED INCOME MANAGER
LARGE CAP GROWTH INTERNATIONAL EQUITY MANAGER
LARGE CAP DEEP VALUE MANAGER
REAL ESTATE INVESTMENT TRUST MANAGER
SMALL-CAP GROWTH MANAGER
MID-CAP GROWTH MANAGER
MID-CAP VALUE MANAGER
CORPORATE BOND MANAGER
CONVERTIBLE BOND MANAGER
LARGE CAP GROWTH EQUITY MANAGER
INTERNATIONAL SMALLMID CAP EQUITY MANAGER
LARGE CAP CORE MANAGER

INVESTMENT MANAGER FEE SCHEDULES

BAIRD	.30% - FIRST \$25 MILLION .25% - NEXT \$25 MILLION .20% - NEXT 50 MILLION .15% - THEREAFTER
BARING	.95% - ON ASSETS UNDER MANAGEMENT
COLUMBIA	.50% - FIRST \$40 MILLION .40% - NEXT \$60 MILLION
CORNERSTONE	.80% - OF THE FAIR MARKET VALUE OF ASSETS
EAGLE	.85% - ON ASSETS UNDER MANAGEMENT
GENEVA	.75% - ON ASSETS UNDER MANAGEMENT
HOTCHKISS & WILEY	1.00% - ON ASSETS UNDER MANAGEMENT
INTEGRITY	.85% - FIRST \$15 MILLION .75% - NEXT \$25 MILLION
LOOMIS SAYLES	.35% - FIRST \$20 MILLION .25% - NEXT \$80 MILLION .20% - OVER \$100 MILLION
MACKAY SHIELDS	.50% - UP TO \$100 MILLION .40% - ABOVE \$100 MILLION
MFS	.60% - ON FIRST \$50 MILLION
SCHRODER	.75% - UP TO \$10 MILLION .50% - UP TO \$100 MILLION
WENTWORTH	.80% - FIRST \$2 MILLION .60% - NEXT \$8 MILLION .50% - NEXT \$10 MILLION .40% - NEXT \$10 MILLION .30% - OVER \$30 MILLION

Portfolio Statement

MAR 15 - 31 MAR 15

Account Number 8765
Account Name FAMILY CODE FAM8765

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◆ Change in Book and Market Value

	Cost	Market value	For more information
Opening balance	258,745,052.96	315,764,012.31	
Miscellaneous Cash Receipts	12,821.18	12,821.18	See funding & disbursement summary
Participant Contributions	194,014.72	194,014.72	See funding & disbursement summary
Sponsor Contributions	354,010.49	354,010.49	See funding & disbursement summary
Interportfolio Transfers In	585,897.00	585,897.00	See funding & disbursement summary
Benefit Payment Redeposits	1,339.82	1,339.82	See funding & disbursement summary
Total receipts	1,148,083.21	1,148,083.21	See funding & disbursement summary
Interportfolio Transfers Out	- 585,897.00	- 585,897.00	See funding & disbursement summary
Benefit Payments / Beneficiary Payments	- 1,361,473.63	- 1,361,473.63	See funding & disbursement summary
Total disbursements	- 1,947,370.63	- 1,947,370.63	See funding & disbursement summary
Income received	795,636.08	795,636.08	See income & expense summary, cash activity detail
Expenses paid	- 306,485.99	- 306,485.99	See income & expense summary
Unrealized gain/loss change	0.00	- 2,489,966.73	See asset summary
Realized gain/loss	1,188,654.41	1,188,654.41	See realized gain/loss summary
Accrued income change	- 75,524.35	- 75,524.35	See income & expense summary
Closing balance	259,548,045.69	314,077,038.31	

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Northern Trust

Generated by Northern Trust from periodic data on 14 Apr 15

(33D-E) BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

As of 3/31/2015

Investment Portfolio Summary
Base Currency: USD

Category	Cost	Market Value	Accrued Income	Current Yield	Est. Annual Income	% of Portfolio
CASH AND EQUIVALENTS	316,422	316,422	0	0.00%	0	1.02%
EQUITIES	19,163,441	30,833,895	27,940	2.20%	678,585	98.98%
TOTAL	19,479,863	31,150,317	27,940	2.18%	678,585	100.00%
ACCRUED INCOME		27,940				
TOTAL MARKET VALUE		31,178,257				

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Commissions by Broker

Broker	Total Trades	Total Commissions	Client Directed Trades	Client Directed Commissions	Client Directed Trades as % of Total Trades	Client Directed Commissions as % of Total Commissions
Currency: USD						
BAIRD (ROBERT W) & CO	2	92.76	0	0.00	0.00%	0.00%
CITIGROUP GLOBAL MARKETS	1	97.86	0	0.00	0.00%	0.00%
LIQUIDNET	3	14.22	0	0.00	0.00%	0.00%
RBC DOMINION	38	6,817.58	0	0.00	0.00%	0.00%
SANFORD C BERNSTEIN & CO. INC	2	12.56	0	0.00	0.00%	0.00%
WEEDEN & CO	8	233.98	8	233.98	14.81%	3.22%
Account Total	54	7,268.96	8	233.98	14.81%	3.22%

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Quarterly Investment Review

Bay County Employees Retirement System

Reconciliation of Assets¹

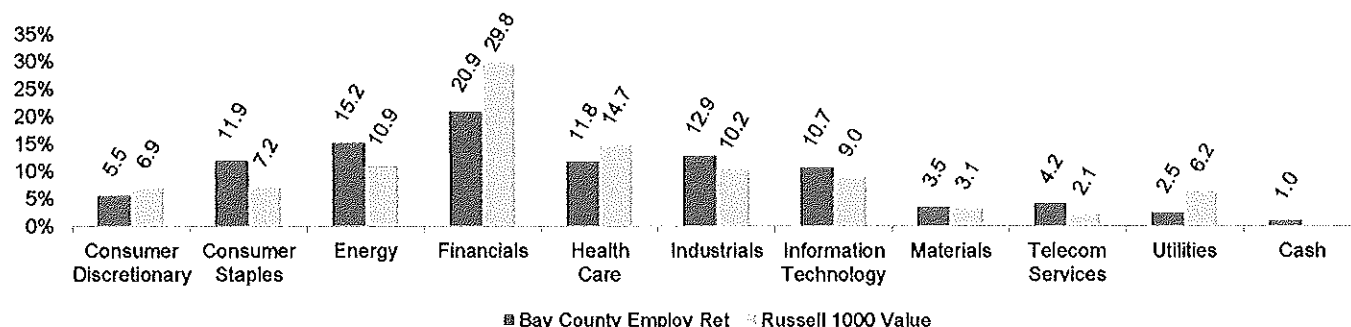
Beginning Market Value 01/01/2015	\$ 46,732,368
Net Contributions/Withdrawals	\$ -15,941,000
Income Earned	\$ 258,284
Change in Market Value	\$ 128,605
Ending Market Value 03/31/2015	\$ 31,178,257

Performance



	3 Month (%)	1 Year (%)	3 Year (%)	5 Year (%)	10 Year (%)	Since Inception ² (%)
Bay County Employees Retirement System (Gross)	0.12	9.25	16.81	15.25	9.79	7.48
Bay County Employees Retirement System (Net)	0.00	8.72	16.23	14.68	9.25	6.94
Russell 1000 Value Index	-0.72	9.33	16.44	13.75	7.21	6.49
Russell 1000 Value + 1% Annually	-0.47	10.42	17.59	14.89	8.29	7.60
S&P 500 Index	0.95	12.73	16.11	14.47	8.01	5.08

Sector Allocation as of 03/31/2015



¹ Asset values can differ slightly due to rounding.

² Inception Date: 01/27/2001

Source: Columbia Management Investment Advisers, LLC, Factset

Past performance does not guarantee future results. Please refer to the Disclosures at the end of this presentation for more information.

Quarterly Investment Review

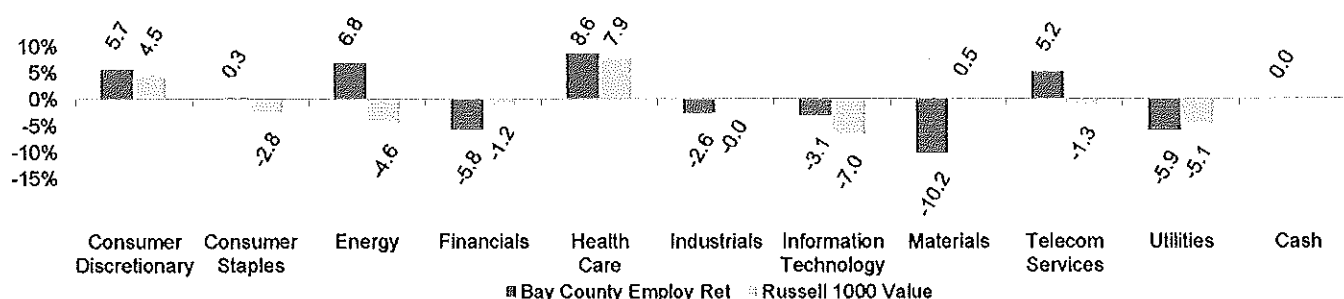
Bay County Employees Retirement System

Characteristics ¹	Bay County Employ Ret	Russell 1000 Value
Number of Holdings	38	700
Weighted Median Market Cap (mil.)	\$45,084.6	\$56,773.5
Weighted Average Market Cap (mil.)	\$75,941.5	\$105,988.4
Return on Equity	15.0%	12.2%
Price/Earnings (forward 12 mo.)	14.2x	15.4x
Dividend Yield	2.2%	2.3%
Price/Book	1.9x	1.8x

Average Quarterly Sector Allocation



Sector Performance



Attribution Analysis	Stock Selection (%)	Sector Weighting (%)	Net Contribution (%)
Consumer Discretionary	0.07	-0.07	0.00
Consumer Staples	0.38	-0.13	0.25
Energy	1.63	-0.09	1.54
Financials	-0.98	0.03	-0.95
Health Care	0.11	-0.31	-0.20
Industrials	-0.27	0.02	-0.24
Information Technology	0.45	-0.07	0.38
Materials	-0.45	0.00	-0.45
Telecom Services	0.28	-0.05	0.22
Utilities	-0.13	0.20	0.07
Cash	0.00	0.27	0.27
Total	1.09	-0.19	0.90

Top 5 Contributors	Contribution to Return
Valero Energy Corporation	0.80
Humana Inc.	0.75
Williams Companies, Inc.	0.34
Bristol-Myers Squibb Company	0.31
Lowe's Companies, Inc.	0.30
Top 5 Detractors	Contribution to Return
Bank of America Corporation	-0.50
Freeport-McMoRan, Inc.	-0.39
Applied Materials, Inc.	-0.39
Union Pacific Corporation	-0.24
CSX Corporation	-0.23

¹ Weighted Harmonic Average.

Source: Factset

Past performance does not guarantee future results. Holdings identified do not represent all of the securities purchased, sold, or recommended for advisory clients. Securities listed may not have been held for the entire period shown. For a discussion of calculation methodology and a list showing every holding's contribution to the overall accounts' performance during the period, contact your relationship manager. Please refer to the disclosures at the end of this presentation for more information.

Quarterly Investment Review

Economic and Market Review and Outlook

On the economic front, the U.S. economy softened during the first quarter due to a number of special factors – some temporary, some longer term. The work stoppage at West Coast ports took a toll on manufacturing and production, and, while resolved, the shipment pipeline is expected to take weeks to clear. There were also scattered impacts from adverse weather. And, strength in the U.S. Dollar and the collapse in energy prices also impacted certain segments of the economy. Although consumers have benefited from price cuts at the gas pump they have largely saved, and not spent, the gains from falling gas prices. This represents future potential spending gains, but cautiousness prevails in forecasting just how far the consumer might go in opening up their pocketbooks. Underlying trends in U.S. economic growth have shifted slightly lower to a range of 2.0%-3.0% in 2015. Overall, it appears the economy is transitioning from an expansion led by manufacturing and production to one that will be led going forward by consumer and service oriented segments of the economy. Labor market conditions have improved, notwithstanding a weak employment report for the month of March, and businesses appear more inclined to raise compensation based on surveys, but not uniformly quite yet. The housing recovery stabilized last year in the aftermath of stricter regulatory standards and reduced affordability, though recently there has been some easing in these conditions. This is encouraging and we believe home price gains can average about 5% going forward. These types of modest price gains are expected to pull more homeowners out of negative equity and ease tight inventories.

In terms of capital markets, central bank policy impacted capital markets during the first quarter in several ways. The effects on currencies and equity markets have been rather dramatic. The euro fell 11.2% in the quarter, the biggest quarterly decline since its inception in 1999. The U.S. Dollar Index jumped 9.0%, and is now up nearly 23% in the past nine months alone. Relative central bank policies also boosted international equities. The MSCI EAFE Index, a broad proxy for performance across foreign developed markets, rose 10.9% in local currency terms, and was up approximately 4.9% in U.S. dollar terms. With the domestically oriented Russell 3000 Index gaining a mere 1.8% on a total return basis, the outperformance by international foreign equity markets was noticeable during the quarter.

Within fixed income, areas considered to be associated with the safest of return streams (e.g. U.S. treasuries) led the way again. With a 4.0% total return, long-term Treasury bonds outpaced major U.S. equity benchmarks. The Barclays U.S. Aggregate rose a more modest 1.6%, while corporate credit averaged total returns just north of 2% for both major investment grade and high yield indexes. As a result, whereas in 2014 it paid to largely skew an investment portfolio heavily toward the strong performing U.S. equity markets, during the first three-months of 2015 a more balanced and globally diversified portfolio rewarded investors. Said another way, diversification paid off much more noticeably during the first three months of 2015 than it otherwise did during the entire calendar year of 2014.

Looking forward we recommend a modest overweight to equities, with the overweight applied primarily through developed market equities. We believe better opportunities for investments exist abroad than in the U.S. and as a result encourage investors to seek select opportunities in overseas markets. Economic conditions are slowly improving in the Eurozone and in Japan. Meanwhile, in the U.S., the Fed has ended the era of quantitative easing and is looking to normalize interest rates, resulting in what we believe will be a period of increased volatility in both equity and bond markets. The risk/reward trade-off continues to not be in favor of bonds, and, as such we continue to remain underweight bonds.

Within equities, U.S. large company earnings' expectations for the year have come down significantly, driven by sharp cuts in energy earnings. In addition, the speed and magnitude of the rise in the U.S. dollar has driven down U.S. multinational earnings. Within international equities, we continue to favor Japanese equities and more recently have grown in favor for European domiciled equity shares. We expect earnings in Japan to grow in low double digits as companies benefit from two years of currency depreciation. As an oil importing nation, Japan also gets an additional tailwind from the decline in the price of oil which helps mitigate some of the impact of a potential rise in inflation. More importantly, the Bank of Japan (BoJ) continues to maintain a highly accommodative monetary policy. Similarly, the European Central Bank (ECB) has undertaken an aggressive monetary easing plan to provide a boost to the European economy. Finally, the rise in the dollar this year has been less of a headache for Emerging markets than feared. Returns, when translated into dollars from abroad, haven't been overly impressive as most emerging market currencies have faltered against the dollar, but selected country local returns have been impressive, particularly in the emerging Asia region.

The views expressed in this material are the views of the investment team for the strategy through the period ended March 31, 2015 and are subject to change without notice at any time based upon market and other factors. All information has been obtained from sources believed to be reliable, but its accuracy is not guaranteed. There is no representation or warranty as to the current accuracy, reliability or completeness of, nor liability for, decisions based on such information and it should not be relied on as such. This information may contain certain statements that may be deemed forward-looking statements. Please note that any such statements are not guarantees of any future performance and actual results or developments may differ materially from those discussed. There is no guarantee that investment objectives will be achieved or that any particular investment will be profitable. Past performance does not guarantee future results.

This information is not intended to provide investment advice and does not account for individual investor circumstances. Investment decisions should always be made based on an investor's specific financial needs, objectives, goals, time horizon and risk tolerance.

The Barclays Aggregate Bond Index is a market value-weighted index that tracks the daily price, coupon, pay-downs, and total return performance of fixed-rate, publicly placed, dollar-denominated, and non-convertible investment grade debt issues with at least \$250 million par amount outstanding and with at least one year to final maturity.

The MSCI Emerging Markets Index (EMI) is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global emerging markets. As of June 2006, the MSCI Emerging Markets Index consisted of the following 25 emerging market country indices: Argentina, Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Israel, Jordan, Korea, Malaysia, Mexico, Morocco, Pakistan, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand and Turkey.

The Russell 3000 Index measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which represents approximately 98% of the investable U.S. equity market.

Indices shown are unmanaged and do not reflect the impact of fees. It is not possible to invest directly in an index.

1158453 (04/15)

Quarterly Investment Review

Columbia Focused Large-Cap Value

Market overview

While the Russell 1000 Value Index was down in the first quarter, broad market U.S. equity indices produced positive returns, defying the downward pressure of lower oil prices and challenges that included severe winter weather, weaker economic data, U.S. dollar strength and angst over what the Federal Reserve thinks patient might mean. Although oil prices and the dollar tended to dominate news flow and affect U.S. equity markets, other global events proved just as influential during the quarter. Especially noteworthy was the trillion-euro quantitative easing program announced by the European Central Bank in January, as were rate cuts and other stimulus rolled out by emerging market countries like India and China. Geopolitical unrest remained an ever-present source of uncertainty, as negotiations over Iran's nuclear ambitions increased concerns about Middle East stability. With international energy sanctions tied to that discussion, the possibility of Iranian production coming back onto the world market added yet more complexity to questions around the global oil glut.

Volatility picked up amid these multi-directional markets, and several benchmarks reached record highs before retreating to flat or modestly positive quarter-end results. Performance among individual companies was determined not just by region, style or size but more so by how the companies have been affected (or might be) by oil prices, rate increases and U.S. dollar strength. Domestically focused small- and mid-sized U.S. consumer companies, for example, tended to fare well, thanks in part to customers with more discretionary income from lower gas prices. Many energy production companies were challenged by lower oil prices, which conversely helped manufacturers that use petrochemicals as raw materials. And although global businesses of many U.S.-based companies were adversely affected by currency translation, the strong dollar was seen as beneficial for U.S. consumers as well as exporters in both developed and emerging market countries outside the United States.

Contributors and detractors

Stock selection was strong across several industry groups during the first quarter, reflecting the portfolio's long-term focus on high-conviction individual companies. Refiners Valero and Marathon Petroleum, as well as pipeline provider Williams Companies, did especially well (all with double-digit returns for the quarter) as their fundamentals remained strong thanks to the continuing crude oversupply in the United States. This was in stark contrast to other types of energy companies that suffered because of the global oil glut. In health care, managed care provider Humana and pharmaceutical provider Bristol-Myers were standouts. Humana reported a terrific quarter and announced the sale of a non-core business; the news was well-received by the market based on a belief that the divestiture will help long-term earnings. Bristol-Myers' oncology drugs continue to show great promise, with the FDA granting accelerated approval to a new Bristol-Myers cancer treatment. Two consumer stocks also were noteworthy contributors to absolute and relative performance. Retailer Costco benefitted from strong overall execution as well as gasoline sales, and home-improvement provider Lowe's was rewarded by positive sentiment around consumer spending and prospects for improvement in home sales.

Portfolio detractors also reflected diversification across various industry groups and included Freeport-McMoRan, the global copper supplier, which was hurt by the decline in commodity prices. Applied Materials, which produces highly sophisticated manufacturing equipment for semiconductor makers, was down for the quarter, primarily because of investor impatience over the company's delayed merger with Tokyo Electron. (It is expected to be highly positive when completed.) Railroads CSX and Union Pacific also detracted. Both entered the quarter with strong fundamentals and expectations but ended up lagging due to the combined headwinds of a West Coast port strike, the severe winter weather and a downturn in coal shipments. We view these minor setbacks as temporary and maintain our conviction in these stocks.

Outlook

Despite some signs of economic weakness, our outlook has not shifted meaningfully since the end of 2014. We continue to expect positive economic growth in the United States, even though first-quarter GDP could be close to flat, and earnings for the period are likely to be down largely due to currency, weather and energy. In particular, the strength of the U.S. dollar, although detrimental to the earnings of multinationals, should help consumers as we head into the second quarter. We also expect consumers to see a boost from rising real wages, lower commodity prices, and the drop in gas and heating costs, which can act as the equivalent of a tax cut. U.S. equities should also continue their general outperformance as a result of low rates and mediocre investment alternatives as other currencies weaken and various countries struggle with deflation.

Worries that clouded our optimism three months ago are still in place, however. We remain concerned that widespread deflation, especially in many emerging market economies with USD-denominated debt, could cycle into the U.S. markets. Geopolitical uncertainties, particularly those centered on Ukraine, the Euro and more lately Iran, are equally concerning, given how intertwined they are with the global politics of energy supply and demand. Closer to home, we expect volatility to increase as investors continue to speculate over the timing of rate hikes. And as of quarter end, we face the prospect of what may prove to be a challenging earnings season.



Quarterly Investment Review

Columbia Focused Large-Cap Value (continued)

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This commentary was prepared by the investment team for the strategy. The team's views are based on market conditions as of the quarter end identified in this commentary and are subject to change without notice at any time based upon market and other factors. This information may contain certain statements that may be deemed forward-looking. Please note that any such statements are not guarantees of any future performance, and actual results or developments may differ materially from those discussed. There is no guarantee that investment objectives will be achieved or that any particular investment will be profitable.

Past performance does not guarantee future results. This information is not intended to provide investment advice and does not account for individual investor circumstances. Investment decisions should always be made based on an investor's specific financial needs, objectives, goals, time horizon and risk tolerance.

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The **Russell 1000 Value Index**, an unmanaged index, measures the performance of the those stocks in the Russell 1000 Index with lower price-to-book ratios and lower forecasted growth values. The index reflects reinvestment of all distributions and changes in market prices.

Indices shown are unmanaged and do not reflect the impact of fees. It is not possible to invest directly in an index.

Columbia Threadneedle Investments (Columbia Threadneedle) is the global brand name of the Columbia Threadneedle group of companies. 1158440 (04/15)



Quarterly Investment Review

Disclosures

Additional Performance Disclosures

Past performance does not guarantee future results. Results are for the client's own account and are not composite results. Performance is based on time-weighted, daily calculation using values that are determined in good faith by Columbia Management Investment Advisers, LLC. Portfolio performance is calculated based on trade date, net of transaction costs and reflects accrued interest. Gross performance does not reflect the deduction of management fees. Net performance reflects the deduction of estimated annualized management fees. If you have any questions regarding the above information, or if there are any changes in your investment objectives or guidelines, please contact your client relationship manager.

Indices shown are unmanaged and do not reflect the impact of fees. It is not possible to invest directly in an index.

This performance report is separate from the custodial brokerage statement that is delivered to you identifying the securities and other assets held in your account at the end of the reporting period and setting forth all transactions in the account during that period. Transaction and valuation information reflected in this report may be inconsistent with the information presented in your custodial brokerage statement due to settlement dates and other factors.

Any client portfolio holdings information provided is proprietary and confidential. In receiving holdings data, clients and their authorized agents agree that the data is not being obtained in order to effect securities transactions based upon such information or to provide such information to another party. References to specific securities should not be considered a recommendation to purchase or sell a particular security but rather an illustration of investment management strategy. Complete holdings information is available in client statements.

We urge you to compare the account statements from your custodian with those that you receive from Columbia Management Investment Advisers, LLC.

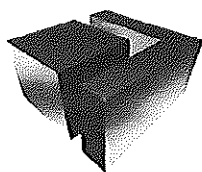
Sector weightings are as of the date given, subject to change and are not recommendations to buy or sell any security or that a particular sector(s) will be profitable.

Information provided by third parties is deemed to be reliable but may be derived using methodologies or techniques that are proprietary or unique to the third party source.

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CORNERSTONE

April 30, 2015

Bay County Employees' Retirement System
Bay County Voluntary Employees' Beneficiary Association
Bay County Building
515 Center Avenue, Suite 706
Bay City, MI 48708-5128

Dear Bay County Employees' Retirement System:

The total return of the Bay County Employees' Retirement System REIT account for the quarter ended March 31, 2015 is as follows:

Total Returns Ending March 31, 2015

Portfolio	Q1 2015	1 Year
Bay County Employees' Gross	5.36%	27.69%
Bay County Employees' Net	5.20%	26.94%
FTSE NAREIT Equity REIT Index	4.75%	23.95%

Market Overview

The FTSE NAREIT Equity REIT Index ("The Index") posted a 4.75% return in the first quarter, outperforming the S&P 500 Index which was up 0.95% in the same period. The REIT sector benefited from the low interest rate environment, an improving U.S. economy, and favorable supply/demand property fundamentals.

Among sectors with material holdings, the Self-Storage sector posted the highest return relative to the Index, followed by Apartments and Net Leased. The Self-Storage sector benefited from strong property level same-store earnings and a muted supply pipeline. Improving employment nationally, favorable demographic trends, and a muted supply pipeline bolstered earnings in the Apartment sector. Future performance will be dependent on the U.S. job market.

The Lodging sector posted the lowest return relative to the Index. Drivers of underperformance in the quarter were a combination of the concerns including that the surging U.S. dollar will negatively impact foreign travel in gateway markets, particularly New York City, Los Angeles, and Miami. Weather related disruption in the Northeast and Washington D.C. caused guidance to

disappoint investor expectations, despite very strong fourth quarter results. Despite these concerns, underlying fundamentals are solid and we expect strong earnings in 2015.

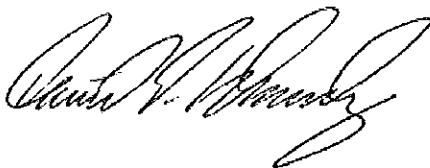
Market Commentary

Although economic news in the first quarter disappointed, many of the factors that slowed the economy, including weather and West Coast port disruptions, were temporary. We do not believe that the U.S. expansion is in danger. The March employment report was a surprise, with only 126,000 jobs gained and the past two months were revised down. However, most other indicators are positive, and we expect solid wage growth in 2015. Fourth quarter GDP growth was 2.2%, down from 5% in the previous quarter, and looks to be softer in the first quarter. The University of Michigan Consumer Sentiment Survey was down in March after reaching a cycle-high in January, possibly due to weather and gas prices ticking up. We expect economic indicators to reaccelerate into the middle of the year. Auto sales have been healthy, aided by improving employment, low interest rates, and the expectation of wage increases. Most importantly, the housing market is strong: new home sales are up, the supply of new homes for sale is down, and median and average sales prices are up.

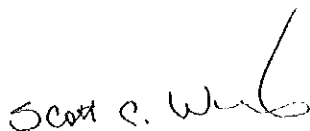
REIT Outlook

Our outlook is positive for the REIT market in 2015, despite our concerns regarding the U.S. and global economy. Listed real estate still offers attractive yield and growth, an attractive combination in the current environment. A slowly improving, low interest rate environment is positive for U.S. Real Estate, and we believe the conditions are in place to foster this environment throughout 2015. We expect positive dividends and earnings growth from the listed property market. The Federal Reserve is expected to raise the Fed Funds rate in the second half of 2015, but increases will be measured, incremental, and data driven. With inflation still below the 2% threshold, long-term interest rates should remain near historically low levels.

Sincerely,



David Wharmby, CFA
Managing Director, Global Head of Real Estate Securities, Portfolio Manager



Scott Westphal, CFA, CPA
Managing Director, Portfolio Manager



CORNERSTONE

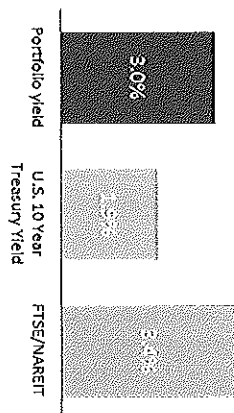
PERFORMANCE HISTORY
Bay County Employees' Retirement System

Total Return as of 03/31/2015

Time Period	Portfolio Returns		FTSE/NAREIT Equity Index
	Gross	Net	
Q1 2015	5.36%	5.20%	4.75%
YTD 2015	5.36%	5.20%	4.75%
1 Year	27.69%	26.94%	23.95%
3 Year	15.81%	15.12%	14.18%
5 Year	17.26%	16.56%	15.74%
Since Inception	18.60%	17.90%	16.31%

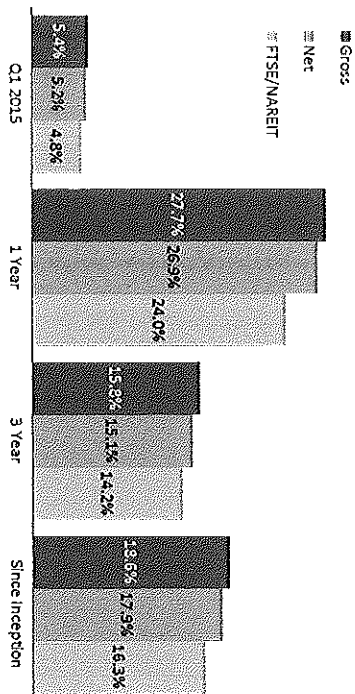
* Inception Date 10/21/2008

Dividend Yields¹

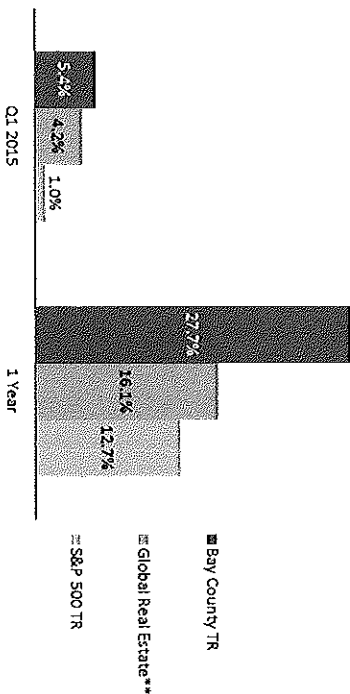


¹All forward yields

Returns Summary



Capital Markets & Real Estate Comparison



Past performance is not a guarantee of future performance.

** FTSE EPRA/NAREIT Developed Index

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CORNERSTONE

Bay County Employees' Retirement System
March 31, 2015

Top Ten Equity Holdings

Security	Total Portfolio Weight	Sector	Quantity	Market Close Price	Portfolio Market Value	Equity Weight*	Dividend Yield	Security Market Return Quarter
Simon Property Group Inc	10.5%	Regional Mall	7,948	\$195.64	\$1,554,947	10.6%	2.7%	8.2%
Essex Residential	7.5%	Apartment	14,150	\$77.86	\$1,101,719	7.5%	2.6%	9.1%
Essex Property Trust Inc	5.8%	Apartment	3,700	\$229.90	\$850,630	5.8%	2.3%	12.0%
Health Care REIT Inc	5.4%	Healthcare	10,250	\$77.36	\$792,940	5.4%	4.1%	3.3%
AvalonBay Communities Inc	5.1%	Apartment	4,356	\$174.25	\$759,033	5.2%	2.7%	7.4%
Prologis Inc	5.1%	Industrial	17,260	\$43.56	\$751,846	5.1%	3.1%	2.1%
Extra Space Storage Inc	4.4%	Self-Storage	9,590	\$67.57	\$647,996	4.4%	2.8%	16.1%
Boston Properties Inc	4.4%	Office	4,590	\$140.48	\$644,803	4.4%	5.1%	9.7%
Ventas Inc	4.2%	Healthcare	8,567	\$73.02	\$625,562	4.3%	3.2%	2.9%
Regency Centers Corp	3.6%	Shopping Centers	7,740	\$68.04	\$526,630	3.6%	2.8%	7.5%

55.9%

\$8,256,106

56.5%

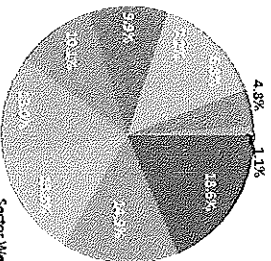
3.1%

FTSE NAREIT Equity Index vs. Portfolio Sector Weightings

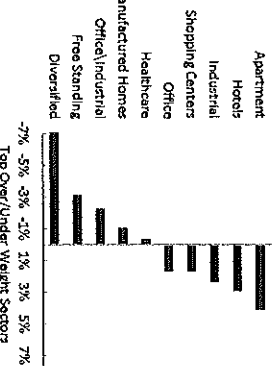
Sector	Equity Weight*	NAREIT Equity Index Weight	Over/Under Weight
Apartment	18.6%	14.4%	4.1%
Regional Mall	14.9%	13.5%	1.3%
Self-Storage	7.2%	5.7%	1.5%
Industrial	6.8%	4.4%	2.4%
Diversified	4.8%	13.7%	-8.9%
Hotels	9.9%	6.9%	3.0%
Shopping Centers	10.1%	8.4%	1.7%
Healthcare	13.0%	13.3%	-0.4%
Office/Industrial	0.0%	2.3%	-2.3%
Manufactured Homes	0.0%	1.0%	-1.0%
Office	13.8%	12.1%	1.7%
Free Standing	1.1%	4.2%	-3.1%

100.0%

100.0%



Sector Weightings excluding cash holdings



Top Over/Under Weight Sectors

*Note: Weight excludes cash and cash equivalents.
Sector weights include securities that are not in the index.



PERFORMANCE HISTORY
Bay County Employees' Retirement System

Time Period	3/31/2014	Percent Total Return Per Period		
		Gross	Portfolio Net	FTSE/NAREIT Equity REIT Index
1 Month		1.94%	1.89%	1.71%
YTD		5.36%	5.20%	4.75%
1 Year		27.69%	26.94%	23.95%
3 Year		15.81%	15.12%	14.18%
5 Year		17.26%	16.56%	15.74%
Inception (October 21, 2008)		18.60%	17.90%	16.31%

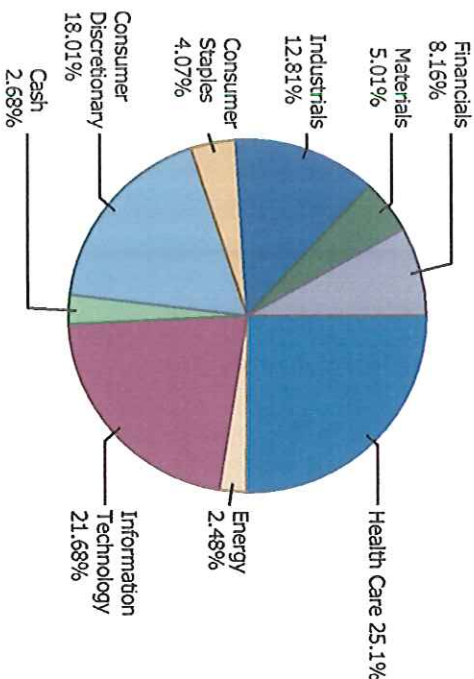
Bay County Employees' Retirement System - 05231100

Portfolio Style: SmallCap Growth Equity

Portfolio Summary

	Month To Date	Year To Date
Beginning Market Value	10,308,473.80	10,177,409.68
Contributions	0.00	666.36
Withdrawals	-15.59	-52.64
Dividend and Interest Income	2,694.76	16,245.34
Change in Market Value	123,846.53	240,730.76
Ending Market Value	10,434,999.50	10,434,999.50

Industry Weightings



Performance Summary

	MTD	QTD	YTD	1 Year	3 Years	5 Years	Annualized Since Inception
Gross	1.23	2.52	2.52	9.00	14.28		18.49
Net	1.23	2.30	2.30	8.04	13.24		17.54
RU20GRTR ¹	1.80	6.63	6.63	12.06	17.74		21.05

¹ Russell 2000 Growth Index

Performance is based on fiscal year end of portfolio

Top Ten Holdings

Security Description	Total Market Value	% of Market Value
CENTENE CORP	271,449.60	2.60%
MARTIN MARIETTA MATERIALS	248,424.60	2.38%
UNIVERSAL ELECTRONICS INC	247,150.76	2.37%
QUAKER CHEMICAL CORP	218,981.48	2.10%
GENESCO INC	214,046.15	2.05%
IMPERIVA INC	207,863.60	1.99%
SPECTRANETICS CORP	204,771.16	1.96%
CAVIUM INC	200,349.78	1.92%
RALLY SOFTWARE DEVELOPMENT	186,554.10	1.79%
MGIC INVESTMENT CORP	184,356.72	1.77%

Geneva Capital Management LLC
PORTFOLIO SUMMARY

Bay County Employees' Retirement System XXXX9057 (bcers)

March 31, 2015

Security Type	Total Cost	Market Value	Pct. Assets	Yield	Est. Annual Income
Equities					
COMMON STOCK	17,234,073	23,780,257	97.1	0.5	107,144
	17,234,073	23,780,257	97.1	0.5	107,144
Cash & Equivalents					
CASH AND	705,698	705,698	2.9	0.0	0
EQUIVALENTS	705,698	705,698	2.9	0.0	0
TOTAL PORTFOLIO	17,939,771	24,485,955	100.0	0.4	107,144

Geneva Capital Management LLC
PERFORMANCE HISTORY

NET OF FEES
Bay County Employees' Retirement System
XXXX9057 (bcers)

From 12-31-2014 to 03-31-2015

Time Period	Percent Return Per Period		
	Total Account	Equities	Russell Midcap Growth Index
12-31-2014 to 03-31-2015	5.23	5.55	5.38
Date to Date 12-31-2014 to 03-31-2015	5.23	5.55	5.38

Proxy Voting Report

Produced by Glass, Lewis & Co.

Jan 01, 2015 to Mar 31, 2015
1Q15 PROXY VOTING REPORT - BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM (BCERS)

Ballot Status Summary

Number of Meetings	2	
Number of Ballots	2	
Confirmed	2	% Of All Ballots 100.0%
Validated	0	% Of All Ballots NA
Sent Ballots	0	% Of All Ballots NA
Unsent Ballots	0	% Of All Ballots NA
Take No Action	0	% Of All Ballots NA
No Vote Cast	0	% Of All Ballots NA

Vote Against Management (VAM) Summary

Number of Meetings	2	Number of Proposals	16
Number of Countries (Country of Origin)	1	Number of Countries (Country of Trade)	1
Number of Meetings With VAM	1	% of All Meetings Voted	50.0%
Number of Proposals With VAM	1	% of All Proposals Voted	6.3%
Number of Meetings With Votes For Mgmt	2	% of All Meetings Voted	100.0%
Number of Proposals With Votes For Mgmt	15	% of All Proposals Voted	93.8%
Number of Abstain Votes	0	% of All Proposals Voted	NA

Number of No Votes Cast		% of All Proposals Voted
0		N/A

Votes Against Policy (VAP) Summary

	Number of Proposals
Number of Meetings	2
Number of Countries (Country of Origin)	16
Number of Countries (Country of Trade)	1
Number of Meetings With VAP	0
Number of Meetings With VAP	N/A
Number of Proposals With VAP	0
Number of Proposals With VAP	N/A
Number of Meetings With Votes For Policy	2
Number of Meetings With Votes For Policy	100.0%
Number of Proposals With Votes For Policy	16
Number of Proposals With Votes For Policy	100.0%
Number of Abstain Votes	0
Number of Abstain Votes	N/A
Number of No Votes Cast	0
Number of No Votes Cast	N/A
Number of Proposals with Votes with GL	16
Number of Proposals with Votes with GL	100.0%

Proposal Summary

Number of Meetings: 2

Number of Mgmt Proposals: 16

Number of Shareholder Proposals: 0

Mgmt Proposals Voted FOR	15	% of All Mgmt Proposals
Mgmt Proposals Voted Against/Withhold	1	93.8%
Mgmt Proposals Voted Against/Withhold	6.3%	
Mgmt Proposals Voted Abstain	0	% of All Mgmt Proposals
Mgmt Proposals Voted Abstain	N/A	
Mgmt Proposals With No Votes Cast	0	% of All Mgmt Proposals
Mgmt Proposals With No Votes Cast	N/A	
Mgmt Proposals Voted 1 Year	0	% of All Mgmt Proposals
Mgmt Proposals Voted 1 Year	N/A	
Mgmt Proposals Voted 2 Years	0	% of All Mgmt Proposals
Mgmt Proposals Voted 2 Years	N/A	
Mgmt Proposals Voted 3 Years	0	% of All Mgmt Proposals
Mgmt Proposals Voted 3 Years	N/A	

ShrHldr Proposal Voted FOR	0	% of All ShrHldr Proposals
ShrHldr Proposals Voted Against/Withhold	0	N/A
ShrHldr Proposals Voted Against/Withhold	0	% of All ShrHldr Proposals
ShrHldr Proposals Voted Abstain	0	N/A
ShrHldr Proposals Voted Abstain	N/A	
ShrHldr Proposals With No Votes Cast	0	% of All ShrHldr Proposals
ShrHldr Proposals With No Votes Cast	N/A	

Beacon Roofing Supply Inc

Ballot Status	Confirmed	Decision Status	Approved	
Ballot Created	01/07/2015	Ballot Voted	02/07/2015	
Vote Deadline Date	02/10/2015	Record Date	12/22/2014	
Contested	No	Agenda Type	Mgmt	
Ballot Sec ID	CUSIP9-073685109	Ticker	Country Of Origin	BECH US
				Share Blocking Country Of Trade US

Annual Meeting Agenda (02/11/2015)

- Election of Directors
 - 1.1 Elect Robert R. Buck
 - 1.2 Elect Paul M. Isabella
 - 1.3 Elect Richard W. Frost
 - 1.4 Elect James J. Gaffney
 - 1.5 Elect Peter M. Gotsch
- 1.6 Elect Neil S. Novich
- 1.7 Elect Stuart A. Randle
- 1.8 Elect Wilson B. Sexton
- 1.9 Elect Douglas L. Young
- Ratification of Auditor
- Advisory Vote on Executive Compensation

Vote Note: Adopted forum selection clause in past year w/o shareholder approval

Accounts With Shares

Northern Trust Company- Bay County	Shares Voted	Holdings Id	Shares Held	Shares On Loan	Policy Id
Employees' Retirement System	2,359	bcers	9,812	7,453	Geneva Policy
Totals	2,359		9,812	7,453	

Sirona Dental Systems Inc

Ballot Status	Confirmed	Decision Status	Approved	
Ballot Created	01/30/2015	Ballot Voted	02/19/2015	
Vote Deadline Date	02/24/2015	Record Date	01/23/2015	
Contested	No	Agenda Type	Mgmt	
Ballot Sec ID	CUSIP9-82968C103	Ticker	Country Of Origin	SIRO US
				Share Blocking Country Of Trade US

Annual Meeting Agenda (02/25/2015)

- Election of Directors
 - 1.1 Elect David K. Beecken
 - 1.2 Elect Arthur D. Kowaloff
- Ratification of Auditor
- Advisory Vote on Executive Compensation
- Approval of 2015 Long Term Incentive Plan

Accounts With Shares

Northern Trust Company- Bay County	Shares Voted	Holdings Id	Shares Held	Shares On Loan	Policy Id
Employees' Retirement System	2,345	bcers	4,546	2,201	Geneva Policy
Totals	2,345		4,546	2,201	

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

Small Cap Value

Total Market Value: \$11,236,193 (2.8% Cash)

Quarter Ended March 31, 2015

Performance Returns - Gross of Fees	Weighted Average Portfolio Characteristics			
	MTD	QTD	YTD	Since Incept
Portfolio - Total Return	0.18 %	2.17 %	2.17 %	11.12 %
				Projected P/E Ratio (FY2)
				Price / Cash Flow Ratio
Russell 2000 Value Index	1.69	1.98	1.98	8.48
Russell 2000 Index	1.74	4.32	4.32	9.02
S&P 500 Index	-1.58	0.95	0.95	8.30
				Price / Book Ratio
				Dividend Yield
				Market Capitalization (mm)
				# of Holdings / 1-Yr Turnover
				61 / 42 %

Commentary of portfolio: 12/1/03. Periods over one year are average annualized returns.

Top and Bottom Five Contributors to Performance				Trading Data		Top Ten Stocks - Total Portfolio	
Avg Wgt	TH Ret	Contr.	Major Buy/Sell	New buy/sell	+/-	End Wgt	
Matson Inc.	2.99 %	22.70 %	0.63 %	Horsehead Hldg Corp.	1.4%	4.4 %	
Masonite Int'l Corp.	4.87	9.44	0.45	Rush Enterprises Inc.	1.4%	4.3	
William Lyon Homes	1.55	27.38	0.40	Empco Inds. Inc.	1.1%	4.2	
WellCare Health Plans Inc.	3.28	11.46	0.37	KBR Inc.	0.9%	3.5	
Helen of Troy Ltd.	1.31	25.25	0.34	Con-way Inc.	0.8%	3.4	
KBR Inc.	1.55 %	-14.12 %	-0.30 %	(Kaiser Aluminum Corp.)	-0.7%	3.1	
Rowan Cos Plc	1.50	-23.71	-0.38	(On Semiconductor Corp.)	-1.0%	3.0	
Con-way Inc.	3.82	-9.96	-0.40	(First Horizon Nat'l Corp.)	-1.0%	2.9	
Horsehead Hldg Corp.	2.26	-20.03	-0.42	(Helen of Troy Ltd.)	-1.2%	2.8	
Meritor Inc.	2.76	-16.77	-0.51	(Masonite Int'l Corp.)	-1.4%	2.7	

Performance Attribution				Allocation		Top Ten Industries - Total Portfolio	
Portfolio	Russell 2000 Value	Avg Wgt	Equ. Ret.	Sector	Stock	Total	End Wgt
Financials	27.97 %	3.99 %	40.95 %	0.09	0.79	0.87	9.5 %
Information Technology	8.29	4.63	9.76	0.00	0.19	0.18	9.3
Energy	4.26	-5.18	3.91	0.00	0.08	0.09	8.3
Consumer Discretionary	9.39	5.81	12.03	-0.07	0.13	0.06	7.5
Health Care	11.89	5.99	5.78	0.50	-0.48	0.01	5.9
Telecommunication Services	0.00	0.00	0.75	0.00	0.00	0.00	5.0
Consumer Staples	0.00	0.00	2.72	-0.02	0.00	-0.02	4.4
Utilities	4.95	-5.35	7.00	0.06	-0.29	-0.23	4.3
Industrials	25.69	0.94	12.74	0.02	-0.32	-0.30	4.2
Materials	7.56	-5.77	4.36	0.04	-0.60	-0.57	3.5
				0.62	-0.51	0.11	

Returns are calculated using daily holding information, gross of fees, within Bloomberg. Returns calculated using this buy-and-hold methodology can differ from actual portfolio returns due to intraday trades, cash flows, accrued/ miscellaneous income, corporate actions, and trade price and closing price difference of any given security. Russell Investment Group is the source and owner of the Russell Index data contained herein (and all trademarks related thereto), which may not be redistributed. The information herein is not approved by Russell. H&W and Russell sectors are based on the Global Industry Classification Standard by MSCI and Standard and Poor's.

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

Small Cap Value
Investment Review

Quarter Ended
March 31, 2015



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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

March 31, 2015

Assets

Total Market Value: \$11,236,193
 Total Equity Value: \$10,914,248
 Total Cash Value: \$317,115
 Total Accrued Value: \$4,831
 % Cash of Portfolio: 2.8%

Transactions Summary

Total Purchases: \$1,294,059
 Total Sales: \$939,744
 Total Commissions: \$1,855
 Average Transaction Cost/Share: \$0.016

Performance Returns

Commencement of Portfolio

December 1, 2003

Since

	<u>MTD</u>	<u>QTD</u>	<u>1 Yr</u>	<u>3 Yrs</u>	<u>5 Yrs</u>	<u>10 Yrs</u>	<u>Inception</u>
Portfolio - Total Return	0.18 %	2.17 %	13.21 %	23.23 %	19.63 %	9.68 %	11.12 %
Russell 2000 Value Index	1.69	1.98	4.42	14.79	12.54	7.53	8.48
Russell 2000 Index	1.74	4.32	8.21	16.27	14.57	8.82	9.02
S&P 500 Index	-1.58	0.95	12.73	16.11	14.47	8.01	8.30

Periods over one year are average annualized returns
 Performance shown gross of fees
 Past performance is no guarantee of future performance

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

March 31, 2015

MARKET REVIEW AND OUTLOOK

Market Commentary

The Russell 2000 Index opened 2015 with a +4.3% return in the first quarter. The unprecedented corporate cost-cutting measures and general economic recovery following the financial crisis has fueled impressive earnings growth. While a double in market prices would normally give us pause, small cap equity valuations are scarcely higher than historical averages due to these robust earnings.

After six years of zero interest rate policy, investors are acutely focused on the Federal Reserve's plan to taper its lax monetary policy. While equity investors are not fully insulated from such actions, we believe the effect on small cap equities should be more subdued than many investors expect. Long bond rates are a component of the cost of capital used to discount corporate cash flows. Fed tapering should impact short term interest rates disproportionately but have a much more muted impact on long term rates, which already reflect expectations of Fed tapering. Furthermore, the premium small cap equity investors require above treasuries is considerably higher than historical averages. This could reflect investors' anticipation of higher long term rates, which could rise without affecting equity prices (i.e. the equity premium could revert to normal levels). Lastly, increasing interest rates are often correlated with positive economic developments, which is good for corporate cash flows.

In commodity markets, crude oil prices continued to fall during the quarter, particularly WTI crude. We believe long term supply and demand dynamic are the primary drivers of oil prices over time. Accordingly, current crude prices appear well below long term equilibrium levels. Global demand growth is about +1% annually while the natural decline rate in oil supply is about 6% annually. Our analysis suggests that oil prices around \$70 to \$80 per barrel are required for marginal producers to supply the market. The path to equilibrium can be rocky but we see opportunities to generate returns for patient investors on a selective basis.

The US dollar strengthened relative to other major currencies during the quarter. The US dollar index, which compares the dollar relative to a weighted basket of other major currencies, has appreciated by 23% since mid-2014. We receive many perceptive questions on how this affects equity valuations; the answer is somewhat complex as there are many moving pieces. A stronger dollar in and of itself would generally raise US equity valuations because earnings power would decline for companies that generate more revenue than costs overseas (a prevalent occurrence). It is important to remember, however, the *reason* that the dollar has appreciated. An improved US economy, easy monetary policies overseas (e.g. quantitative easing in Europe), and heightened geopolitical risks have each contributed to a stronger dollar – and each justify higher US equity valuations. Also, small cap equities generally have less international exposure than large cap equities, so the net effect on valuations is modest.

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

March 31, 2015

Overall, compelling small cap valuation opportunities with acceptable risk profiles are more difficult to find in today's market than five years ago. In such environments, our experience has taught us that stressing risk controls is of paramount importance. We remain partial to companies with strong balance sheets, sustainable cash flows, sound capital allocation policies, and of course, attractive valuations. While it has become more challenging to find new opportunities that exhibit such traits, the current portfolio exemplifies these characteristics and exhibits an attractive risk/return profile. The portfolio trades at 9.7x our normal earnings estimate compared to 15.4x for the Russell 2000 Value Index and 18.7x for the Russell 2000 Index.

Attribution: 1Q 2015

The Hotchkis & Wiley Small Cap Value portfolio outperformed the Russell 2000 Value Index in the first quarter of 2015. Positive stock selection in financials contributed to performance in the quarter as several banks and insurers performed well. The overweight position in healthcare, which was the top-performing sector, also helped performance. The largest individual contributors were Matson, Masonite International, and William Lyon Homes. Stock selection in utilities and materials detracted from performance in the quarter. The largest individual detractors were Meritor, Con-Way, and Horsehead Holdings.

Portfolio Activity: 1Q 2015

The portfolio's largest sector increase was industrial, largely due to increasing existing positions in Rush Enterprises and EnPro Industries. We decreased the financials weight by exiting/trimming some strong performers, most notably Platinum Underwriters and First Horizon.

Performance comparison is based on gross of management fee returns. Portfolio attribution is based on a representative Small Cap Value portfolio. Certain client portfolio(s) may or may not hold the securities discussed due to the account's guideline restrictions, cash flow, tax and other relevant considerations. Equity performance attribution is an analysis of the portfolio's return relative to a selected benchmark, is calculated using daily holding information and does not reflect management fees and other transaction costs and expenses. Returns calculated using this buy-and-hold methodology can differ from actual portfolio returns due to intraday trades, cash flows, corporate actions, accrued/miscellaneous income, and trade price and closing price difference of any given security. Specific securities identified are the largest contributors (or detractors) on a relative basis to the Russell 2000 Value Index. Securities' absolute performance may reflect different results. Securities identified do not represent all of the securities purchased, sold, or recommended for advisory clients, and are not indicative of current or future holdings or trading activity. H&W has no obligation to disclose purchases or sales of these securities. No assurance is made that any securities identified, or all investment decisions by H&W were, or will be profitable.

The commentary is for information purposes only and should not be considered as investment advice or a recommendation of any particular security, strategy or investment product. Portfolio managers' opinions and data included in this commentary are as of March 31, 2015 and are subject to change without notice. Any forecasts made cannot be guaranteed. Information obtained from independent sources is considered reliable, but H&W cannot guarantee its accuracy or completeness. Certain information presented is based on proprietary or third-party estimates, which are subject to change and cannot be guaranteed. Equity securities may have greater risks and price volatility than U.S. Treasuries and bonds, where the price of these securities may decline due to various company, industry and market factors. Investing in value stocks presents the risk that value stocks may fall out of favor with investors and underperform growth stocks during given periods. Investing in smaller and/or newer companies involves greater risks than those associated with investing in larger companies, such as business risk, significant stock price fluctuations and illiquidity. All investments contain risk and may lose value. Past performance is no guarantee of future results. ©2015 Hotchkis & Wiley

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

March 31, 2015

Weighted Average Portfolio Characteristics

	<u>Portfolio</u>	<u>Russell</u> <u>2000 Val</u>	<u>Russell</u> <u>2000</u>
Projected P/E Ratio	13.4x	15.4x	16.9x
Earnings Yield	7.5%	6.5%	5.9%
Dividend Yield	1.1%	2.0%	1.3%
Price / Book	1.4x	1.6x	2.3x
Price / Sales	0.6x	1.1x	1.3x
Mkt Cap (mm)	\$2,180	\$1,842	\$2,141
Median Mkt Cap (mm)	\$1,405	\$666	\$757

Top 10 Stocks - Total Portfolio

<u>Company Name</u>	<u>Sector</u>	<u>Industry</u>	<u>Weight (%)</u>
Masonite Int'l Corp.	Industrials	Building Products	4.4
Horace Mann Educ. Corp.	Financials	Insurance	4.3
Con-way Inc.	Industrials	Road & Rail	4.2
Great Plains Energy Inc.	Utilities	Electric Utilities	3.5
WellCare Health Plans Inc.	Health Care	Health Care Providers & Svcs	3.4
Sonic Automotive Inc.	Consumer Discretionary	Specialty Retail	3.1
Hanger Inc.	Health Care	Health Care Providers & Svcs	3.0
First Horizon Nat'l Corp.	Financials	Banks	2.9
Matson Inc.	Industrials	Marine	2.8
Arris Grp Inc.	Information Technology	Communications Equipment	2.7

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Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Hotchkiss & Wiley Capital Management, LLC

Institution Account(s): 1122 Bay Counties Emp Retirement System

Meritor, Inc.

Meeting Date: 01/22/2015

Country: USA

Primary Security ID: 59001K100

Meeting ID: 932600

Record Date: 11/14/2014

Meeting Type: Annual

Ticker: MTOR

Primary CUSIP: 59001K100

Primary ISIN: US59001K1007

Primary SEDOL: 2608349

Shares Voted: 0

Votable Shares: 0

Shares on Loan: 22,400

Shares Instructed: 0

Total Ballots: 1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1.1	Elect Director David W. Devonshire	Mgmt	For	Withhold	For
1.2	Elect Director Victoria B. Jackson Bridges	Mgmt	For	Withhold	For
1.3	Elect Director Lloyd G. Trotter	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Auditors	Mgmt	For	For	For
4	Amend Executive Incentive Bonus Plan	Mgmt	For	For	For

Ballot Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
1122 Bay Counties Emp Retirement System, 1122	2622535	Approved	vrade	01/05/2015	vrade	01/05/2015	0	0
Total Shares:							0	0

Platinum Underwriters Holdings, Ltd.

Meeting Date: 02/27/2015

Country: Bermuda

Primary Security ID: G7127P100

Meeting ID: 939751

Record Date: 01/29/2015

Meeting Type: Special

Ticker: PTP

Primary CUSIP: G7127P100

Primary ISIN: BMG7127P1005

Primary SEDOL: 2958516

Shares Voted: 3,900

Votable Shares: 3,900

Shares on Loan: 0

Shares Instructed: 3,900

Total Ballots: 1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Reduce Supermajority Vote Requirement	Mgmt	For	For	For
2	Approve Merger Agreement	Mgmt	For	For	For
3	Advisory Vote on Golden Parachutes	Mgmt	For	For	For
4	Adjourn Meeting	Mgmt	For	For	For

Ballot Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
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Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Hotchkis & Wiley Capital Management, LLC

Institution Account(s): 1122 Bay Counties Emp Retirement System

Platinum Underwriters Holdings, Ltd.

Ballot Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
1122 Bay Counties Emp Retirement System, 1122	2622536	Confirmed	vwade	02/20/2015	vwade	02/20/2015	3,900	3,900
Total Shares:							3,900	3,900

Quiksilver, Inc.

Meeting Date: 03/17/2015

Country: USA

Primary Security ID: 74838C106

Meeting ID: 940866

Record Date: 01/30/2015

Meeting Type: Annual

Ticker: ZQK

Primary CUSIP: 74838C106

Primary ISIN: US74838C1062

Primary SEDOL: 2717557

Shares Voted: 0

Votable Shares: 0

Shares on Loan: 11,400

Shares Instructed: 0

Total Ballots: 1

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1.1	Elect Director William M. Barnum, Jr.	Mgmt	For	For	For
1.2	Elect Director Bernd Beetz	Mgmt	For	For	For
1.3	Elect Director Joseph F. Berardino	Mgmt	For	For	For
1.4	Elect Director Michael A. Clarke	Mgmt	For	For	For
1.5	Elect Director Elizabeth Dolan	Mgmt	For	For	For
1.6	Elect Director M. Steven Langman	Mgmt	For	For	For
1.7	Elect Director Robert B. McKnight, Jr.	Mgmt	For	For	For
1.8	Elect Director Andrew P. Mooney	Mgmt	For	For	For
1.9	Elect Director Andrew W. Sweet	Mgmt	For	For	For

Ballot Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
1122 Bay Counties Emp Retirement System, 1122	2622536	Approved	vwade	03/02/2015	vwade	03/02/2015	0	0
Total Shares:							0	0

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Performance Summary



INTEGRITY ASSET MANAGEMENT

Bay County Employees' Retirement System

Quarter Ending March 2015

As of 03/31/15	Market Value (\$)	% of Total
Equity	22,118,423.68	98.06
	22,118,423.68	98.06
Cash	602,819.84	2.67
Receivables	75,935.45	0.34
Payables	(266,750.96)	(1.18)
	412,004.33	1.83
Accrued Income/Dividends	25,079.23	0.11
Total	22,555,507.24	100.00

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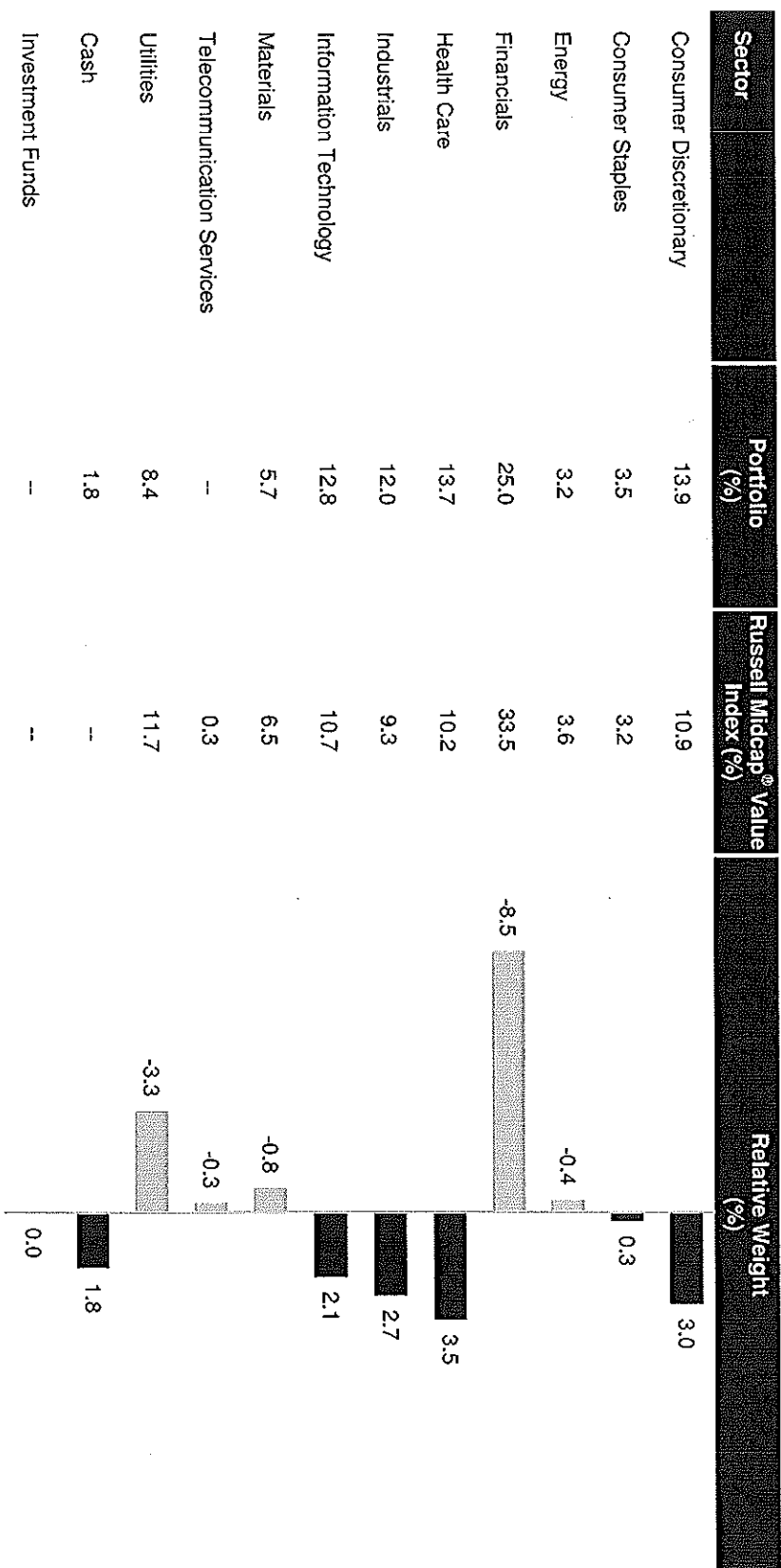
Gross Rate of Return as of 03/31/15 Inception Date 01/03/07	Month-to-Date (%)	Quarter-to-Date (%)	Year-to-Date (%)	1 Year (%)	3 Years (%)	5 Years (%)	Since Inception (%)
Total Portfolio	0.48	2.48	2.48	8.45	19.17	16.58	8.89
Russell Midcap® Value Index	-0.18	2.42	2.42	11.70	18.59	15.83	7.82
Relative Performance	0.66	0.06	0.06	-3.25	0.58	0.75	1.07

Sector Allocation



INTEGRITY ASSET MANAGEMENT

Bay County Employees' Retirement System Quarter Ending March 2015



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Source: Factset

Percentage allocations listed above may not add up to 100% due to rounding methodology.

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Confidential

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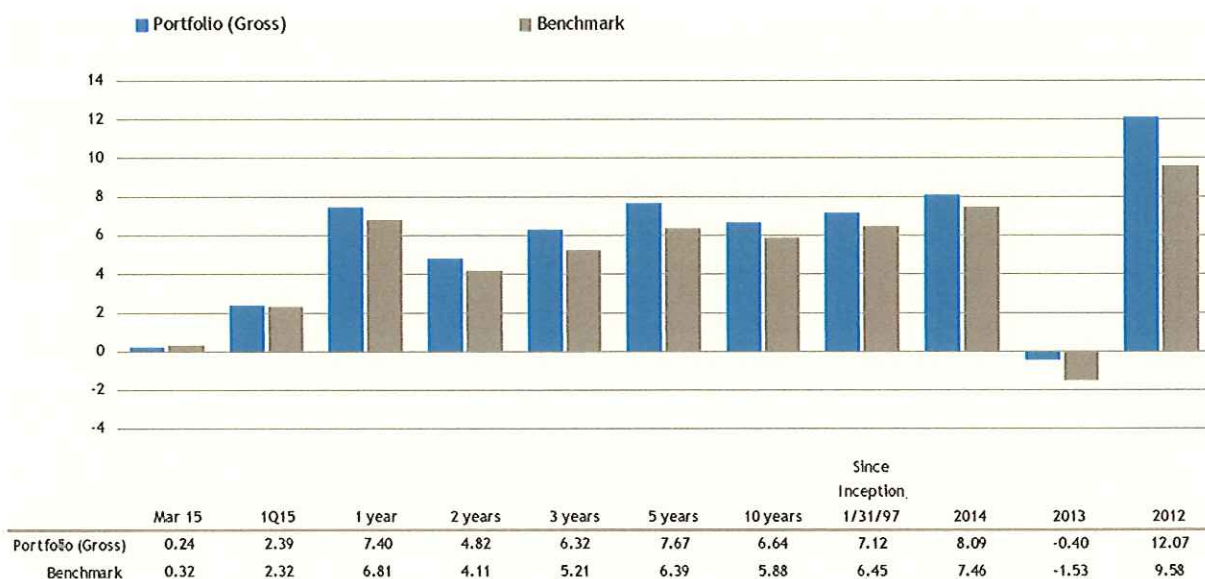
performance review

january-march 2015

MARKET VALUE

	TOTAL PRINCIPAL	ACCRUED INCOME	TOTAL PORTFOLIO
	\$36,341,210	\$348,228	\$36,689,438

RETURNS (%)



MARKET OVERVIEW

- Globally, investment grade performance was driven by the A and BBB credit quality segments, which are the primary components of the underlying indices. Approximately 90% of the US and European Aggregate Indices are composed of A and BBB rated credits, evenly split between the two ratings. The Sterling Aggregate index is comparable, but the weights of A and BBB quality securities are not quite as pronounced at 30% and 29%, respectively. With the longest duration of 8.3 years, the Sterling Aggregate index outperformed both the US and European indices. The US index, with duration of 7.5 years, earned a higher return than the similarly weighted European index, which had duration of 5.1 years. OAS on the Sterling and US indices moved modestly lower during the period. Energy related corporate bonds in the US index earned positive returns despite continued weakness in oil prices.

The current benchmark is Barclays U.S. Corporate Investment Grade. (1) Citigroup Broad Inv-Grade (BIG) from 1/31/1997 to 6/30/1999; Barclays Credit from 6/30/1999 to 2/29/2012; and Barclays U.S. Corporate Investment Grade from 2/29/2012 to 3/31/2015. Returns over one year are annualized. Information is reported on a trade date basis. Data Source: Barclays Capital, Bloomberg

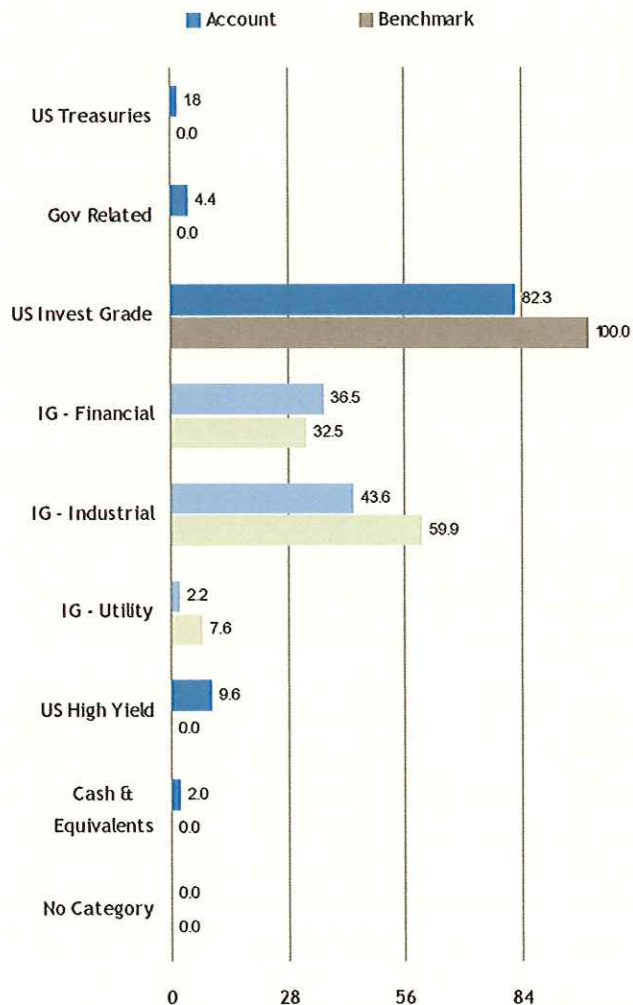
performance review

january-march 2015

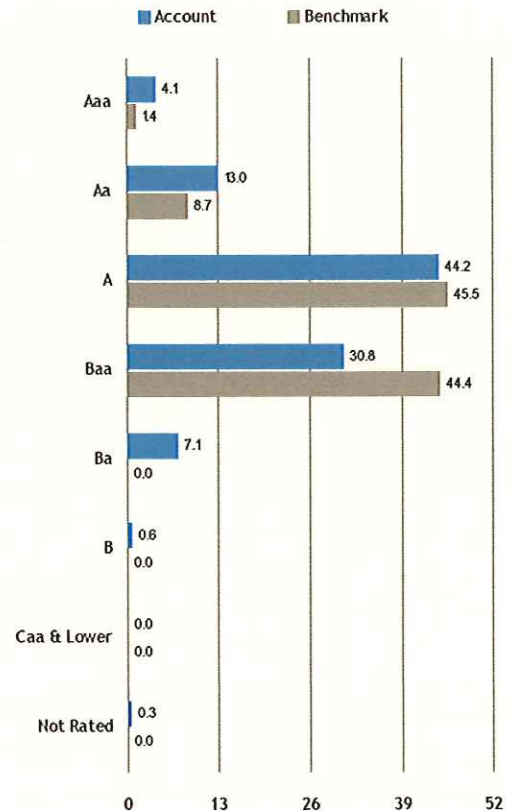
CHARACTERISTICS

	PORTFOLIO	BENCHMARK
Effective Duration	7.49 years	7.32 years
Average Maturity	10.85 years	10.65 years
Yield	3.15%	2.88%
Average Coupon	4.36%	4.41%
Average Quality	Baa1	Baa1

SECTOR ANALYSIS AT MARCH 31, 2015 (%)



QUALITY ANALYSIS AT MARCH 31, 2015 (%)



The current benchmark is Barclays U.S. Corporate Investment Grade. For split rated securities in the quality distribution, the higher of Moody and S&P is used. The account's split rating treatment is based on client guidelines. The benchmark follows the vendor's methodology. Equity securities are deemed to have a duration and maturity value of zero. Yield is Yield to Effective Maturity. Data Source: Barclays Capital

performance review

january-march 2015

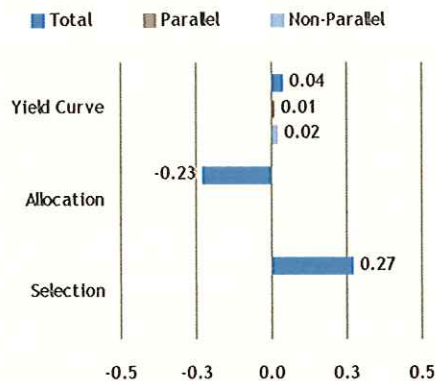
CURRENT QUARTER TOTAL RETURNS (%)

Account Return	2.39
Benchmark Return	2.32
Excess Return	0.08

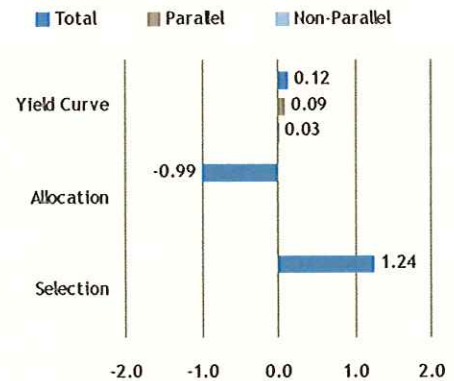
TRAILING YEAR TOTAL RETURNS (%)

Account Return	7.40
Benchmark Return	6.81
Excess Return	0.59

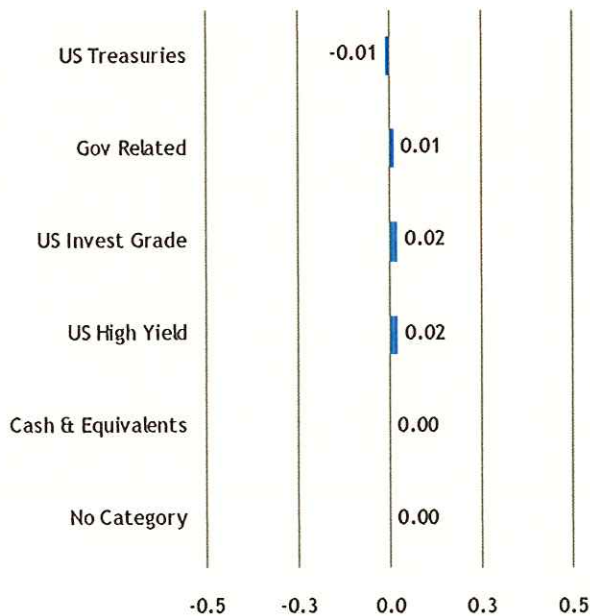
CURRENT QUARTER EXCESS RETURN ATTRIBUTION (%)



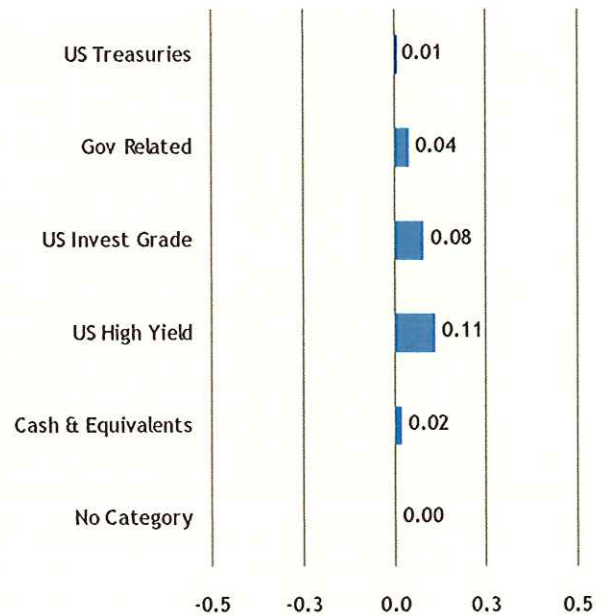
TRAILING YEAR EXCESS RETURN ATTRIBUTION (%)



EXCESS RETURN ATTRIBUTION BY SECTOR (%)



EXCESS RETURN ATTRIBUTION BY SECTOR (%)



The Attribution benchmark is Barclays U.S. Corporate Investment Grade. Figures on bar charts may not add up to total excess return as they exclude impact of trading and pricing differences. Attribution account returns are gross of fees. Excess Return by sector excludes yield curve impact. Data Source: Barclays Capital



April, 2015

Mackay Shields is pleased to enclose your portfolio's First Quarter, 2015 Investment Summary report. If you have any questions concerning this report, your account or the financial markets in general, please do not hesitate to call upon us.

It seems that we've now a need to ask for your assistance on an administrative matter. Along with our Investment Management Agreement and your investment guidelines, we are being asked by Legal and Compliance to maintain on file a current W9/W8BEN for your account. We would be grateful if, at your earliest convenience, you could send across to my attention an executed W9/W8BEN completed on a 2013 or 2014 Form.

As always, Mackay Shields values our relationship with you and your organization.

Best regards,

Virginia Rose
Senior Managing Director
Head of Client Service
Mackay Shields LLC
1345 Avenue of the Americas
New York, NY 10105
(212) 230-3893
Virginia.rose@mackayshields.com

FIRST QUARTER 2015 OVERVIEW OF QUARTERLY PERFORMANCE

MARKET OVERVIEW

The U.S. convertible market, as measured by the BofA Merrill Lynch All Convertible Index, rose 3.02% during the first quarter of 2015, while underlying equities climbed 2.98%. During the period, investment-grade convertibles, as measured by the BofA Merrill Lynch Investment Grade Convertible Index, were up 0.56%, while speculative-grade convertibles fell -0.73%.

For the first quarter of 2015, the Standard & Poor's 500 Index rose a mere 0.95%, however, the broader Russell 2000 Index, which may better reflect the issuers in the convertible bond market, climbed 4.32%. During the quarter, the BofA Merrill Lynch All Convertible Index managed to capture nearly all of the equity market's upside. The first quarter return highlights the relationship between convertible bonds and interest rates – essentially that there is virtually none. Unlike most other fixed income categories, convertible performance is largely tied to the performance of equity markets and not interest rates.

We continue to believe that equity markets will be higher in the coming twelve to eighteen months as economic growth in the U.S. continues at a slow pace, while Europe's stagnant economies begin to expand in fits and starts. The sharp decline in energy prices should provide some material stimulus to those countries and regions that are net importers of oil and gas, particularly Europe and Japan. In addition, the Federal Reserve is likely to continue a monetary policy of low interest rates, which should foster a healthy climate for stocks and equity-linked securities such as convertibles.

We continue to believe that equities, and equity-linked securities, such as convertibles, are attractively valued, particularly when compared to the yields on pure fixed income securities, specifically U.S. Treasury and investment-grade bonds. We maintain that in a slow growth environment, at current valuations, convertible bonds and stocks are attractive and should continue to perform well.

In the first quarter, sector results were mixed. The Healthcare, Transportation, Telecomm and Consumer Discretionary sectors each rose in excess of 5% over the period. Conversely, Materials (down 8.9%), Utilities (-2.5%), Media (-1.8%) and Energy (-1.5%) were the worst performing sectors.

During the quarter, over 20 new issues totaling nearly \$16 billion came into the U.S. convertible market, while approximately \$3.4 billion has been redeemed through redemptions and maturities, according to BofA Merrill Lynch Research. Year-to-date, approximately \$7 billion has been issued in the U.S. market. Although the recent issuer base has been well diversified across market-cap and sector, the vast majority of issuance over the past year has been non-rated. As previously noted, we expect new issuance from investment-grade companies to remain depressed until the yield on the 10-year U.S. Treasury exceeds 3.5%.

PERFORMANCE¹

The convertibles bonds of Anthem, Teva Pharmaceutical and Airtran (Southwest Airlines), were among the top contributors during the quarter. Healthcare insurer, Anthem Inc., performed well in the first quarter after the company reported strong fourth quarter, 2014 earnings at the end of January. The company also disclosed during the quarter that its customer data records had been accessed without authorization. However, subsequent news releases from the company downplayed the amount and significance of the data that was stolen and the company's share price recovered. Teva Pharmaceutical rose during the first quarter in response to decent fourth quarter, 2014 earnings and also to the news that Teva will acquire Auspex Pharmaceutical for \$3.2 billion. Auspex is likely to receive approval for a drug to treat neurological movement disorders such as Huntington's disease. Teva intends to market this drug through its existing neurologic sales force that sells products for the treatment of multiple sclerosis and Parkinson's disease. Southwest Airlines rose during the first quarter as the company's single biggest cost, jet fuel, declined sharply from year ago levels. In addition, several airlines, including Southwest, reported positive traffic numbers and reiterated that capacity is unlikely to increase significantly in the coming year, which should continue the trend of relatively firm pricing.

FIRST QUARTER 2015 OVERVIEW OF QUARTERLY PERFORMANCE



Conversely, exposure to the convertible bonds of Alza (Johnson & Johnson), Intel and Host Hotels & Resorts weighed on performance during the quarter. While Johnson & Johnson's earnings were in line with investor estimates, revenue was slightly below estimates and the company was able to meet prior earnings guidance only through the benefit of a lower than expected tax rate. Intel Corp. declined in the first quarter after the company pre-announced a shortfall in first quarter, 2015 earnings with the weakness largely driven by disappointing client personal computer sales relative to prior expectations. Last, Host Hotels declined in the first quarter after reporting fourth quarter, 2014 earnings that missed investor expectations. Although bottom-line earnings were in-line with expectations, pre-tax income was light due to revenue growth of only 3.2% which was below expectations of 6.5%. Most hotel companies have been able to achieve strong top-line results through a combination of increased occupancy and room rate increases. Host's three percent growth was a disappointment.

OUTLOOK

The past fifteen months have been very benign for the convertible market, which is somewhat surprising given that many were expecting a pullback following the tremendous advance in 2013. The past two and a half years have marked the resurrection of a vibrant market for new convertible issuance, which continued in 2014 following 2013's nearly \$50 billion of new issuance. The surge in new issuance was largely due to the simultaneous rise in stock prices and interest rates. With the rise in rates, issuing companies could once again realize a significant interest savings by issuing a convertible bond instead of a non-convertible high-yield security. For most investment-grade companies, however, rates remain so low in absolute terms that the benefits of a convertible offering remain relatively muted. As such, the preponderance of new issuance in 2013 and 2014 has been from non-investment grade companies. In addition, following the stock market decline of 2008, companies were reluctant to issue equity-linked securities as they believed that doing so would dilute existing equity holders at prices they believed undervalued their companies. However, with stocks at near-record levels, companies are no longer reluctant to issue a security linked to their equity.

The asset class' strong two-year returns are a testimony to the notion that convertible bonds should outperform in a rising rate environment and, unlike nearly all other classes of fixed income instruments, have almost no correlation to the movement in interest rates. We believe this trend will continue as long as the economy remains in recovery mode.

We remain convinced that convertible bonds and equities are attractively valued in the current slow growth environment. Given the slowly improving macro economy, and the relatively low rates of interest and inflation, stocks appear inexpensive based on various measures such as price to earnings, price to cash flow or price to free cash flow. As such, we expect convertible bond and stock prices to be higher in the coming twelve to eighteen months.

Convertible bonds remain an excellent vehicle through which to participate in further equity advances. At current valuations, convertible bonds should participate in the majority of the stock market's advances, but less than half of any decline in the event that our outlook for equities is wrong.

Please note that security specific disclosures are representative and may not be included in your portfolio.

This material contains the opinions of the Convertibles team of Mackay Shields LLC but not necessarily those of Mackay Shields LLC. The opinions expressed herein are subject to change without notice. This material is distributed for informational purposes only. Forecasts, estimates, and certain information contained herein are based upon proprietary research and should not be considered as investment advice or a recommendation of any particular security, strategy or investment product. Information contained herein has been obtained from sources believed to be reliable, but not guaranteed. No part of this document may be reproduced in any form, or referred to in any other publication, without express written permission of Mackay Shields LLC. ©2015, Mackay Shields LLC.

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

MACKAYSHIELDS

Portfolio Composition and Performance — Account 1256

March 31, 2015

Composition	Market Value	Percent of Total
Fixed Income	12,708,518	67.08
Equity	2,876,848	15.18
Cash & Equivalents	3,361,259	17.74
Total Portfolio	\$18,946,624	100.00%

Performance	Latest Month	Latest 3 Months	Year To Date	Latest 12 Months	3 Years Annualized	5 Years Annualized	Since 10/1/2003	Annualized Since 10/1/2003
Total Fund (Gross of fees)	-0.51%	1.33%	1.33%	8.99%	10.43%	8.70%	114.44%	6.85%
ML Convt Inv Grade BDS (Inc Mandatory)	-1.05%	0.56%	0.56%	11.77%	13.23%	10.11%	88.13%	5.65%
ML CVT ALL IG 5% CAP	-0.76%	1.07%	1.07%	10.58%	11.53%	N/A	N/A	N/A

Expressed in USD
Past performance is not indicative of future results.

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

MACKAY SHIELDS

Summary Report — Account 1256

March 31, 2015

	Total Cost	Percent at Cost	Yield at Cost	Market Value	Percent of Assets	Yield at Market	Annual Income
Bonds	10,332,511	81.27	1.29	12,674,567	66.90	1.05	133,146
Stocks	2,381,495	18.73	3.52	2,865,781	15.13	2.92	83,712
Cash & Equivalents	0	0.00		3,361,259	17.74	0.09	3,025
Accrued Income				44,274	0.23		
Accrual Adjustment for Unsettled Trades				743	0.00		
	<u>\$12,714,007</u>	<u>100.00%</u>	<u>1.71</u>	<u>\$18,946,624</u>	<u>100.00%</u>	<u>1.16</u>	<u>\$219,883</u>

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM



Broker Commission Report — Account 1256

Quarter Ending March 31, 2015

Broker		Broker Commission
GMP SECURITIES, LLC		50.00
GOLDMAN SACHS AND CO		57.00
Total		<hr/> \$107.00

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Accenture plc

Meeting Date: 02/04/2015

Country: Ireland

Primary Security ID: G1151C101

Meeting ID: 933848

Record Date: 12/09/2014

Meeting Type: Annual

Ticker: ACN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Jaime Ardila	Mgmt	For	For
1b	Elect Director Dina Dublon	Mgmt	For	For
1c	Elect Director Charles H. Giancarlo	Mgmt	For	For
1d	Elect Director William L. Kinsey	Mgmt	For	For
1e	Elect Director Marjorie Magner	Mgmt	For	For
1f	Elect Director Blythe J. McGarvie	Mgmt	For	For
1g	Elect Director Pierre Nanterme	Mgmt	For	For
1h	Elect Director Gilles C. Pelisson	Mgmt	For	For
1i	Elect Director Paula A. Price	Mgmt	For	For
1j	Elect Director Wulf von Schimmelmann	Mgmt	For	For
1k	Elect Director Frank K. Tang	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Ratify Auditors	Mgmt	For	For
4	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights	Mgmt	For	For
5	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
6	Authorize the Holding of the 2016 AGM at a Location Outside Ireland	Mgmt	For	For
7	Authorize Open-Market Purchases of Class A Ordinary Shares	Mgmt	For	For
8	Determine the Price Range at which Accenture Plc can Re-issue Shares that it Acquires as Treasury Stock	Mgmt	For	For

Compass Group plc

Meeting Date: 02/05/2015

Country: United Kingdom

Primary Security ID: G23296190

Meeting ID: 931274

Record Date: 02/03/2015

Meeting Type: Annual

Ticker: CPG

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Compass Group plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Policy	Mgmt	For	For
3	Approve Remuneration Report	Mgmt	For	For
4	Approve Final Dividend	Mgmt	For	For
5	Elect Carol Arrowsmith as Director	Mgmt	For	For
6	Re-elect Dominic Blakemore as Director	Mgmt	For	For
7	Re-elect Richard Cousins as Director	Mgmt	For	For
8	Re-elect Gary Green as Director	Mgmt	For	For
9	Re-elect Andrew Martin as Director	Mgmt	For	For
10	Re-elect John Bason as Director	Mgmt	For	For
11	Re-elect Susan Murray as Director	Mgmt	For	For
12	Re-elect Don Robert as Director	Mgmt	For	For
13	Re-elect Sir Ian Robinson as Director	Mgmt	For	For
14	Re-elect Paul Walsh as Director	Mgmt	For	For
15	Appoint KPMG LLP as Auditors	Mgmt	For	For
16	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
17	Authorise EU Political Donations and Expenditure	Mgmt	For	For
18	Amend Long Term Incentive Plan 2010	Mgmt	For	For
19	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call EGM with Two Weeks' Notice	Mgmt	For	For

Samsung Electronics Co. Ltd.

Meeting Date: 03/13/2015

Record Date: 12/31/2014

Country: South Korea

Meeting Type: Annual

Primary Security ID: Y74718100

Ticker: 005930

Meeting ID: 942263

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Samsung Electronics Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For
2.1.1	Elect Kim Han-Joong as Outside Director	Mgmt	For	For
2.1.2	Elect Lee Byung-Gi as Outside Director	Mgmt	For	For
2.2	Elect Kwon Oh-Hyun as Inside Director	Mgmt	For	For
2.3	Elect Kim Han-Joong as Member of Audit Committee	Mgmt	For	For
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For

Novo Nordisk A/S

Meeting Date: 03/19/2015

Country: Denmark

Primary Security ID: K72807132

Meeting ID: 939942

Record Date: 03/12/2015

Meeting Type: Annual

Ticker: NOVO B

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Receive Report of Board	Mgmt		
2	Accept Financial Statements and Statutory Reports for 2014	Mgmt	For	For
3.1	Approve Remuneration of Directors for 2014	Mgmt	For	For
3.2	Approve Remuneration of Directors for 2015	Mgmt	For	For
4	Approve Allocation of Income and Dividends of DKK 5.00 Per Share	Mgmt	For	For
5.1	Elect Göran Ando as Director and Chairman	Mgmt	For	For
5.2	Elect Jeppe Christiansen as Director and Deputy Chairman	Mgmt	For	For
5.3a	Elect Bruno Angelici as Director	Mgmt	For	For
5.3b	Elect Sylvie Grégoire as Director	Mgmt	For	For
5.3c	Elect Liz Hewitt as Director	Mgmt	For	For
5.3d	Elect Thomas Koestler as Director	Mgmt	For	For
5.3e	Elect Eivind Kolding as Director	Mgmt	For	For
5.3f	Elect Mary Szela as Director	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Novo Nordisk A/S

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Ratify PricewaterhouseCooper as Auditors	Mgmt	For	For
7.1	Approve Reduction in Share Capital	Mgmt	For	For
7.2	Authorize Share Repurchase Program	Mgmt	For	For
7.3	Amend Articles Re: Distribution of Extraordinary Dividends	Mgmt	For	For
7.4	Approve Revised Remuneration Principles	Mgmt	For	For
8	Other Business	Mgmt		

Japan Tobacco Inc

Meeting Date: 03/20/2015

Country: Japan

Primary Security ID: J27869106

Meeting ID: 944632

Record Date: 12/31/2014

Meeting Type: Annual

Ticker: 2914

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 50	Mgmt	For	For
2.1	Appoint Statutory Auditor Nakamura, Futoshi	Mgmt	For	For
2.2	Appoint Statutory Auditor Kojima, Tomotaka	Mgmt	For	For
2.3	Appoint Statutory Auditor Imai, Yoshinori	Mgmt	For	For
2.4	Appoint Statutory Auditor Obayashi, Hiroshi	Mgmt	For	For
3	Appoint Alternate Statutory Auditor Masaki, Michio	Mgmt	For	For
4	Approve Alternate Income Allocation, with a Final Dividend of JPY 150	SH	Against	Against
5	Authorize Share Repurchase of Up To 40 Million Shares in the Coming Year	SH	Against	Against

NAVER Corp.

Meeting Date: 03/20/2015

Country: South Korea

Primary Security ID: Y62579100

Meeting ID: 939546

Record Date: 12/31/2014

Meeting Type: Annual

Ticker: 035420

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

NAVER Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For
2	Amend Articles of Incorporation	Mgmt	For	For
3.1	Elect Lee Hae-Jin as Inside Director	Mgmt	For	For
3.2	Elect Lee Jong-Woo as Outside Director	Mgmt	For	For
4	Elect Lee Jong-Woo as Member of Audit Committee	Mgmt	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 03/25/2015

Country: China

Primary Security ID: Y2931M112

Meeting ID: 940889

Record Date: 02/17/2015

Meeting Type: Special

Ticker: 601238

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	EGM Ballot for Holders of H Shares	Mgmt		
1.01	Elect Yao Yiming as Director	Mgmt	For	For
1.02	Elect Feng Xingya as Director	Mgmt	For	For
1.03	Elect Chen Maoshan as Director	Mgmt	For	For
1.04	Elect Wu Song as Director	Mgmt	For	For
2	Approve Adjustment of Validity Period of the Issuance of A Share Convertible Bonds	Mgmt	For	For

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 03/25/2015

Country: China

Primary Security ID: Y2931M112

Meeting ID: 940893

Record Date: 02/17/2015

Meeting Type: Special

Ticker: 601238

Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Guangzhou Automobile Group Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt		
1	Approve Adjustment of Validity Period of the Issuance of A Share Convertible Bonds	Mgmt	For	For

Carlsberg

Meeting Date: 03/26/2015

Country: Denmark

Primary Security ID: K36628137

Meeting ID: 943290

Record Date: 03/19/2015

Meeting Type: Annual

Ticker: CARL B

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Receive Report of Board	Mgmt		
2	Approve Financial Statements and Statutory Report; Approve Discharge of Directors	Mgmt	For	For
3	Approve Allocation of Income and Dividends of DKK 9.00 Per Share	Mgmt	For	For
4	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	Mgmt	For	For
5.a	Reelect Flemming Besenbacher as Director	Mgmt	For	For
5.b	Reelect Richard Burrows as Director	Mgmt	For	For
5.c	Reelect Donna Cordner as Director	Mgmt	For	For
5.d	Reelect Elisabeth Fleuriot as Director	Mgmt	For	For
5.e	Reelect Cornelis van der Graaf as Director	Mgmt	For	For
5.f	Reelect Carl Bache as Director	Mgmt	For	For
5.g	Reelect Soren-Peter Olesen as Director	Mgmt	For	For
5.h	Reelect Nina Smith as Director	Mgmt	For	For
5.i	Reelect Lars Stemmerik as Director	Mgmt	For	For
5.j	Elect Lars Sorensen as Director	Mgmt	For	For
6	Ratify KPMG as Auditors	Mgmt	For	For

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Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Unicharm Corp.

Meeting Date: 03/27/2015

Country: Japan

Primary Security ID: J94104114

Meeting ID: 948675

Record Date: 12/31/2014

Meeting Type: Annual

Ticker: 8113

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Audit Committee	Mgmt	For	For
2.1	Elect Director Takahara, Keiichiro	Mgmt	For	For
2.2	Elect Director Takahara, Takahisa	Mgmt	For	For
2.3	Elect Director Futagami, Gumpei	Mgmt	For	For
2.4	Elect Director Ishikawa, Eiji	Mgmt	For	For
2.5	Elect Director Mori, Shinji	Mgmt	For	For
2.6	Elect Director Nakano, Kennosuke	Mgmt	For	For
2.7	Elect Director Takai, Masakatsu	Mgmt	For	For
2.8	Elect Director Miyabayashi, Yoshihiro	Mgmt	For	For
3.1	Elect Director Takahara, Keiichiro (Effective May 1)	Mgmt	For	For
3.2	Elect Director Takahara, Takahisa (Effective May 1)	Mgmt	For	For
3.3	Elect Director Futagami, Gumpei (Effective May 1)	Mgmt	For	For
3.4	Elect Director Ishikawa, Eiji (Effective May 1)	Mgmt	For	For
3.5	Elect Director Mori, Shinji (Effective May 1)	Mgmt	For	For
3.6	Elect Director Nakano, Kennosuke (Effective May 1)	Mgmt	For	For
3.7	Elect Director Takai, Masakatsu (Effective May 1)	Mgmt	For	For
3.8	Elect Director Miyabayashi, Yoshihiro (Effective May 1)	Mgmt	For	For
4.1	Elect Director and Audit Committee Member Hirata, Masahiko (Effective May 1)	Mgmt	For	Against
4.2	Elect Director and Audit Committee Member Fujimoto, Kimisuke (Effective May 1)	Mgmt	For	Against
4.3	Elect Director and Audit Committee Member Maruyama, Shigeki (Effective May 1)	Mgmt	For	For
5	Set Aggregate Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For

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Vote Summary Report

Date range covered: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): MFS International Growth Fund*

Unicharm Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
6	Set Aggregate Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
7	Approve Stock Option Plan	Mgmt	For	For

BM&FBOVESPA S.A.

Meeting Date: 03/30/2015

Country: Brazil

Primary Security ID: P1R0U2138

Meeting ID: 945741

Record Date:

Meeting Type: Annual

Ticker: BVMF3

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2014	Mgmt	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For
3	Elect Directors	Mgmt	For	For
4	Approve Remuneration of Company's Management	Mgmt	For	For

Credicorp Ltd.

Meeting Date: 03/31/2015

Country: Bermuda

Primary Security ID: G2519Y108

Meeting ID: 939735

Record Date: 02/11/2015

Meeting Type: Annual

Ticker: BAP

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Present 2014 Annual Report	Mgmt		
2	Approve Audited Consolidated Financial Statements of Credicorp and its Subsidiaries for FY 2014, Including External Auditors' Report	Mgmt	For	For
3	Appoint PricewaterhouseCoopers as External Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For

Bay County Employees' Retirement System

MFS® Heritage Trust Company CIT - MFS International Growth Fund
(Class 1 Shares)



Performance results (%) class 1 shares net of expenses (USD)	Portfolio	Benchmark ^{AA}	Excess returns
1Q 2015	5.41	4.79	0.62
Since client inception (06-Aug-14)	0.55	0.37	0.18

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

For periods prior to the inception date of a unit class, performance information shown for such class is based on the performance of an older class of units that dates back to the Fund's inception, as adjusted to reflect differences in fees paid and expenses incurred by the newer class.

Net of expenses does not include management fees.

^{AA} MSCI All Country World (ex-US) Growth Index (net div)

Performance results reflect any applicable expense subsidies and waivers in effect during the periods shown. Without such subsidies and waivers the fund's performance results would be less favorable. All results are historical and assume the reinvestment of dividends and capital gains.

Asset summary (USD)

Beginning value as of 31-Dec-14	15,278,006
Contributions	+9,340,750
Withdrawals	0
Change in market value	+757,438
Ending value as of 31-Mar-15	25,376,194

Characteristics	Portfolio	Benchmark ^{AA}
IBES long-term EPS growth ¹	9.9%	10.8%
- weighted median		
Price/earnings (12 months forward ex-negative earnings)	19.8x	18.7x
- weighted median		
Return on equity (3-year average)	17.1%	15.5%
- weighted median		
Return on invested capital	11.2%	11.0%
- weighted median		
Market capitalization (USD) ²	37.8 bn	31.1 bn
Number of holdings	88	1,073
Trailing 1 year turnover ³	28%	-
Barra predicted tracking error ⁴	2.81%	-

¹ Source: Thomson Reuters

² Weighted median.

³ (Lesser of Purchase or Sales)/Average Month End Market Value

⁴ Source: Barra

No forecasts can be guaranteed.

Top 10 issuers

Top 10 issuers	Sector
NESTLE SA	Consumer Staples
ROCHE HOLDINGS AG	Health Care
BAYER AG	Health Care
LVMH MOET HENNESSY	Retailing
DANONE	Consumer Staples
TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED	Technology
ACCENTURE PLC	Special Products & Services
CANADIAN NATIONAL RAILWAY CO	Transportation
COMPASS GROUP EQUITY	Special Products & Services
UBS GROUP AG	Financial Services

Sectors (%)	Portfolio	Benchmark ^{AA}
Consumer Staples	18.8	12.6
Financial Services	13.4	16.8
Health Care	11.7	14.0
Technology	10.6	11.3
Special Products & Services	9.9	4.5
Industrial Goods & Services	8.1	7.0
Basic Materials	8.0	6.5
Retailing	7.0	6.7
Leisure	4.1	3.8
Transportation	3.3	3.8
Energy	2.5	2.5
Utilities & Communications	0.7	4.8
Autos & Housing	0.6	5.8

Regions (%)	Portfolio	Benchmark ^{AA}
Europe ex-U.K.	45.2	34.9
United Kingdom	19.4	11.8
Emerging Markets	13.2	22.0
Japan	8.2	15.5
North America	7.7	7.1
Asia/Pacific ex-Japan	3.3	8.3
Developed - Middle East/Africa	1.6	0.4

1.3% cash and other assets less liabilities.

FOR EXISTING INSTITUTIONAL CLIENT USE ONLY.

MFS Heritage Trust Company

^{AA} MSCI All Country World (ex-US) Growth Index

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MFS
MFS HERITAGE TRUST COMPANY, INC.
111 Huntington Avenue, Boston, Massachusetts 02199

MFS HERITAGE TRUST COMPANY
Account Statement
03/01/2015 - 03/31/2015
Page 1 of 2

Registration:

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
(BCERS)

Account Number:

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
(BCERS)
ATTN: CRYSTAL HEBERT
515 CENTER AVENUE, STE 701
BAY CITY, MI 48708

Account Summary - Period

Fund Name	03/31/2015 NAV	Beginning Market Value	Period Purchases	Period Redemptions	Ending Units	Ending Market Value
MFS INTERNATIONAL GROWTH FUND CL 1	\$128.27	\$25,595,790.09	\$0.00	(\$0.00)	197,834.210	\$25,376,194.12
Account Total		\$25,595,790.09				\$25,376,194.12

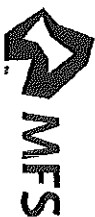
Account Summary - YTD

Fund Name	YTD Purchases	YTD Redemptions	Account Inception
MFS INTERNATIONAL GROWTH FUND CL 1	\$9,340,750.00	(\$0.00)	08/06/14

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

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MFS HERITAGE TRUST COMPANYSM
111 Huntington Avenue, Boston, Massachusetts 02199

MFS HERITAGE TRUST COMPANY

Account Statement
03/01/2015 - 03/31/2015
Page 2 of 2

Transaction History

Trade Date	Transaction Type	Gross Amount	Net Amount	NAV	Transaction Units	Total Units
MFS INTERNATIONAL GROWTH FUND CL 1						
— There are no transactions for this section —						

Message

Please contact your MFS relationship team for any questions regarding your account statement or transaction confirm.

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Bay County Employees' Retirement System
MFS® Heritage Trust Company CIT - MFS International Growth Fund
Class 1 Shares
Report as of 31 March 2015

Performance results (%) class 1 shares net of expenses (USD)

Period	Portfolio net	Benchmark [^]	Excess ^{^^}
March	-0.86	-1.07	0.21
February	5.48	5.13	0.35
January	0.80	0.75	0.05
1Q 2015	5.41	4.79	0.62
Since client inception (06-Aug-14)	0.55	0.37	0.18

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

For periods prior to the inception date of a unit class, performance information shown for such class is based on the performance of an older class of units that dates back to the Fund's inception, as adjusted to reflect differences in fees paid and expenses incurred by the newer class. Net of expenses does not include management fees.

[^] MSCI All Country World (ex-US) Growth Index (net div)

^{^^} Excess return net vs benchmark (%)

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MFS Heritage Trust Company

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

Covidien plc**Meeting Date:** 01/06/2015**Country:** Ireland**Primary Security ID:** G2554F113**Meeting ID:** 930665**Record Date:** 11/18/2014**Meeting Type:** Special**Ticker:** COV**Primary CUSIP:** G2554F105**Primary ISIN:** IE00868SQD29**Primary SEDOL:** B68SQD2**Voting Policy:** MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Scheme of Arrangement	Mgmt	For	For
2	Approve Reduction of Share Premium Account	Mgmt	For	For
3	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
4	Amendment to Articles of Association	Mgmt	For	For
5	Creation of Distributable Reserves of New Medtronic	Mgmt	For	For
6	Advisory Vote on Golden Parachutes	Mgmt	For	For

Covidien plc**Meeting Date:** 01/06/2015**Country:** Ireland**Primary Security ID:** G2554F113**Meeting ID:** 931072**Record Date:** 11/18/2014**Meeting Type:** Court**Ticker:** COV**Primary CUSIP:** G2554F105**Primary ISIN:** IE00868SQD29**Primary SEDOL:** B68SQD2**Voting Policy:** MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Scheme of Arrangement	Mgmt	For	For

Visa Inc.**Meeting Date:** 01/28/2015**Country:** USA**Primary Security ID:** 92826C839**Meeting ID:** 933655**Record Date:** 12/01/2014**Meeting Type:** Annual**Ticker:** V**Primary CUSIP:** 92826C839**Primary ISIN:** US92826C8394**Primary SEDOL:** B2PZN04**Voting Policy:** MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Mary B. Cranston	Mgmt	For	For

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

Visa Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1b	Elect Director Francisco Javier Fernandez-Carbajal	Mgmt	For	For
1c	Elect Director Alfred F. Kelly, Jr.	Mgmt	For	For
1d	Elect Director Robert W. Matschullat	Mgmt	For	For
1e	Elect Director Cathy E. Minehan	Mgmt	For	For
1f	Elect Director Suzanne Nora Johnson	Mgmt	For	For
1g	Elect Director David J. Pang	Mgmt	For	For
1h	Elect Director Charles W. Scharf	Mgmt	For	For
1i	Elect Director William S. Shanahan	Mgmt	For	For
1j	Elect Director John A. C. Swainson	Mgmt	For	For
1k	Elect Director Maynard G. Webb, Jr.	Mgmt	For	For
2	Approve Amendments to the Certificate of Incorporation to Facilitate Stock Splits	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
5a	Remove Supermajority Vote Requirement for Exiting Core Payment Business	Mgmt	For	For
5b	Remove Supermajority Vote Requirement for Future Amendments to Certain Sections of Company's Certificate of Incorporation	Mgmt	For	For
5c	Remove Supermajority Vote Requirement for Approval of Exceptions to Transfer Certifications	Mgmt	For	For
5d	Remove Supermajority Vote Requirement for Removal of Directors	Mgmt	For	For
5e	Remove Supermajority Vote Requirement for Future Amendments to the Advance Notice Provision in the Bylaws	Mgmt	For	For
6	Ratify Auditors	Mgmt	For	For

Costco Wholesale Corporation

Meeting Date: 01/29/2015

Country: USA

Primary Security ID: 22160K105

Meeting ID: 934484

Record Date: 11/20/2014

Meeting Type: Annual

Ticker: COST

Primary CUSIP: 22160K105

Primary ISIN: US22160K1051

Primary SE001: 2701271

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

Costco Wholesale Corporation**Voting Policy: MFS**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Jeffrey H. Brotman	Mgmt	For	Withhold
1.2	Elect Director Daniel J. Evans	Mgmt	For	Withhold
1.3	Elect Director Richard A. Galanti	Mgmt	For	Withhold
1.4	Elect Director Jeffrey S. Raikes	Mgmt	For	Withhold
1.5	Elect Director James D. Sinegal	Mgmt	For	Withhold
2	Ratify Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For
5a	Eliminate Supermajority Vote Requirement for Removal of Directors	Mgmt	For	For
5b	Reduce Supermajority Vote Requirement to Amend Article Eight Governing Director Removal	Mgmt	For	For
6	Establish Tenure Limit for Directors	SH	Against	For

Monsanto Company

Meeting Date: 01/30/2015

Country: USA

Primary Security ID: 61166W101

Meeting ID: 933166

Record Date: 12/02/2014

Meeting Type: Annual

Ticker: MON

Primary CUSIP: 61166W101

Primary ISIN: US61166W1018

Primary SEDOL: 2654320

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Gregory H. Boyce	Mgmt	For	For
1b	Elect Director Janice L. Fields	Mgmt	For	For
1c	Elect Director Hugh Grant	Mgmt	For	For
1d	Elect Director Laura K. Ipsen	Mgmt	For	For
1e	Elect Director Marcos M. Lutz	Mgmt	For	For
1f	Elect Director C. Steven McMillan	Mgmt	For	For
1g	Elect Director William U. Parfet	Mgmt	For	For

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

Monsanto Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director George H. Poste	Mgmt	For	For
1i	Elect Director Robert J. Stevens	Mgmt	For	For
2	Ratify Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Report on Lobbying Payments and Policy	SH	Against	For
5	Adopt Proxy Access Right	SH	Against	For
6	Require Independent Board Chairman	SH	Against	Against

Apple Inc.

Meeting Date: 03/10/2015

Country: USA

Primary Security ID: 037833100

Meeting ID: 938481

Record Date: 01/09/2015

Meeting Type: Annual

Ticker: AAPL

Primary CUSIP: 037833100

Primary ISIN: US0378331005

Primary SEDOL: 2046251

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Tim Cook	Mgmt	For	For
1.2	Elect Director Al Gore	Mgmt	For	For
1.3	Elect Director Bob Iger	Mgmt	For	For
1.4	Elect Director Andrea Jung	Mgmt	For	For
1.5	Elect Director Art Levinson	Mgmt	For	For
1.6	Elect Director Ron Sugar	Mgmt	For	For
1.7	Elect Director Sue Wagner	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
4	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
5	Report on Risks Associated with Repeal of Climate Change Policies	SH	Against	Against
6	Adopt Proxy Access Right	SH	Against	For

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

The Walt Disney Company**Meeting Date:** 03/12/2015**Country:** USA**Primary Security ID:** 254687106**Meeting ID:** 937784**Record Date:** 01/12/2015**Meeting Type:** Annual**Ticker:** DIS**Primary CUSIP:** 254687106**Primary ISIN:** US2546871060**Primary SEDOL:** 2270726**Voting Policy:** MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan E. Arnold	Mgmt	For	Against
1b	Elect Director John S. Chen	Mgmt	For	For
1c	Elect Director Jack Dorsey	Mgmt	For	For
1d	Elect Director Robert A. Iger	Mgmt	For	For
1e	Elect Director Fred H. Langhammer	Mgmt	For	Against
1f	Elect Director Aythya B. Lewis	Mgmt	For	Against
1g	Elect Director Monica C. Lozano	Mgmt	For	Against
1h	Elect Director Robert W. Matschullat	Mgmt	For	For
1i	Elect Director Sheryl K. Sandberg	Mgmt	For	For
1j	Elect Director Orin C. Smith	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
4	Require Independent Board Chairman	SH	Against	For
5	Pro-rata Vesting of Equity Awards	SH	Against	Against

Starbucks Corporation**Meeting Date:** 03/18/2015**Country:** USA**Primary Security ID:** 855244109**Meeting ID:** 938906**Record Date:** 01/08/2015**Meeting Type:** Annual**Ticker:** SBUX**Primary CUSIP:** 855244109**Primary ISIN:** US8552441094**Primary SEDOL:** 2842255**Voting Policy:** MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Howard Schultz	Mgmt	For	For
1b	Elect Director William W. Bradley	Mgmt	For	For

Vote Summary Report

Reporting Period: 01/01/2015 to 03/31/2015

Location(s): Massachusetts Financial Services

Institution Account(s): Bay Country Employees' Retirement System

Starbucks Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1c	Elect Director Robert M. Gates	Mgmt	For	For
1d	Elect Director Melody Hobson	Mgmt	For	For
1e	Elect Director Kevin R. Johnson	Mgmt	For	For
1f	Elect Director Oden Lee	Mgmt	For	For
1g	Elect Director Joshua Cooper Ramo	Mgmt	For	For
1h	Elect Director James G. Shennan, Jr.	Mgmt	For	For
1i	Elect Director Clara Shih	Mgmt	For	For
1j	Elect Director Javier G. Teruel	Mgmt	For	For
1k	Elect Director Myron E. Ullman, III	Mgmt	For	For
1l	Elect Director Craig E. Weatherup	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
4	Amend Bylaws to Establish a Board Committee on Sustainability	SH	Against	Against
5	Require Independent Board Chairman	SH	Against	For

Baker Hughes Incorporated

Meeting Date: 03/27/2015

Country: USA

Primary Security ID: 057224107

Meeting ID: 943434

Record Date: 02/17/2015

Meeting Type: Special

Ticker: BHI

Primary CUSIP: 057224107

Primary ISIN: US0572241075

Primary SEDOL: 2072085

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Adjourn Meeting	Mgmt	For	For
3	Advisory Vote on Golden Parachutes	Mgmt	For	Against

Bay County Employees' Retirement System
Growth Equity
Report as of 31 March 2015

Performance results (%) gross and net of fees (USD)

Period	Portfolio gross	Portfolio net	Benchmark ^a	Excess ^{a,m}
March	-1.10	-1.15	-1.14	-0.01
February	6.87	6.82	6.67	0.15
January	-1.77	-1.82	-1.53	-0.29
1Q 2015	3.82	3.67	3.84	-0.17
1 year	13.86	13.18	16.09	-2.91
Since client inception (04-Sep-12)	21.07	20.34	19.36	0.98

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

^a Russell 1000 Growth Index

^m Excess return net vs benchmark (%)

The Growth Equity portfolio underperformed Russell 1000 Growth Index in the first quarter of 2015.

Detractors

Leisure – Stock selection

Industrial Goods & Services – Stock selection

Financial Services – Overweight position

Individual stocks - Detractors

EMC Corp

Apple Inc

Kraft Foods Group Inc (not held)

Alexion Pharmaceuticals Inc

Contributors

Health Care – Stock selection

Individual stocks - Contributors

Microsoft Corp (not held)

Cognizant Technology

FOR EXISTING INSTITUTIONAL CLIENT USE ONLY.

MFS Institutional Advisors, Inc.



Bay County Employees' Retirement System

Growth Equity

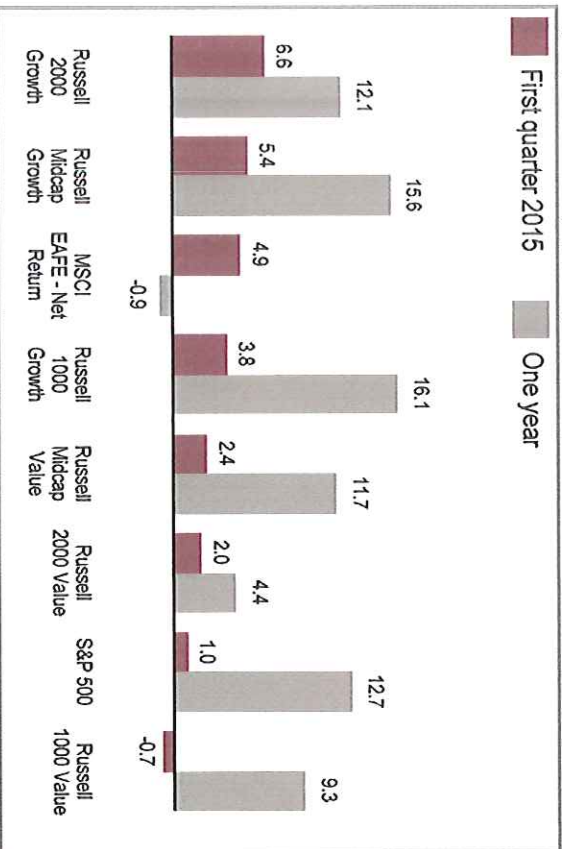
First quarter 2015 investment report

FOR EXISTING INSTITUTIONAL CLIENT USE ONLY.
MFS Institutional Advisors, Inc.

MARKET OVERVIEW

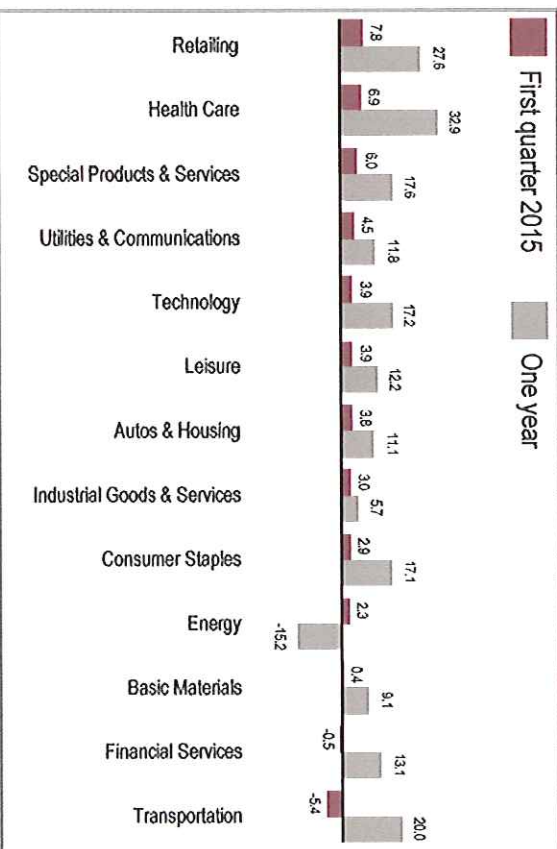


Style performance (%) (USD) as of 31-Mar-15



Source for benchmark performance: SPAR, FactSet Research Systems Inc. All indices represent total return unless otherwise noted.

Sector performance (%) (USD) as of 31-Mar-15



Source: FactSet. Sector performance based on MFS sector classification. The analysis of Russell 1000 Growth Index constituents are broken out by MFS defined sectors.

Market review as of 31-Mar-2015

- The U.S. market, as measured by the S&P 500 Index, showed choppy performance during Q1 as it rose in February after falling in January and again in March. Headwinds included a stronger U.S. Dollar as well as the timing of potential interest rate increases from the Federal Reserve.
- In general, the U.S. economy is expected to slow its pace of growth during the 1st quarter after posting faster growth during the back half of 2014. Global growth remains unsynchronized as the U.S. is the growth leader among the major economies, despite a probable slowdown in Q1. While the Federal Reserve is guiding the market toward a rate hike sometime in 2015, other central banks (i.e. ECB, BOJ and People's Bank of China) have continued with "super easy" monetary conditions.
- In a reversal from 2014, investors moved away from defensive, higher yielding stocks such as utilities in Q1, as they started to prepare for potentially higher interest rates. In contrast, the health care and consumer cyclical sectors outperformed the broad market.

PERFORMANCE RESULTS



Performance results (%) gross and net of fees (USD) as of 31-Mar-15				
Period	Portfolio gross (%)	Portfolio net (%)	Benchmark ^A (%)	Excess return net vs benchmark (%)
1Q 2015	3.82	3.67	3.84	-0.17
4Q 2014	5.01	4.86	4.78	0.08
3Q 2014	1.25	1.09	1.49	-0.40
2Q 2014	3.15	3.00	5.13	-2.13
2014	9.60	8.95	13.05	-4.10
2013	38.34	37.51	33.48	4.03
1 year	13.86	13.18	16.09	-2.91
Since client inception (04-Sep-12)	21.07	20.34	19.36	0.98

Source for benchmark performance: SPAR, FactSet Research Systems Inc. All periods greater than one year are annualized.

Past performance is no guarantee of future results.

^A Russell 1000 Growth Index

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PORTFOLIO OUTLOOK AND POSITIONING



The portfolio continued to favor the health care sector, which was the largest overweight at quarter end. We believe we own companies that possess long duration growth prospects with the opportunity for margin expansion due to unique and differentiated products/services that offer step-function changes. During the quarter we eliminated the portfolio's position in pharmaceutical maker Abbvie as fundamentals have changed. We reduced positions in biotechnology firms Celgene and Gilead, to better reflect our view of risk/reward given potential increased pricing pressures. Outside of pharmaceuticals and biotechnology, given the legislative changes that have taken place portfolio positioning has consisted largely of names in the medical equipment and services industries with manageable or limited government pressures that we feel may deliver more cost-effective and/or progressive products/services.

The overweight in retailing stocks was increased during the quarter, predominantly amongst general merchandisers where we established new positions in Dollar Tree and Dollar General. The industry overall, we believe, possesses good demand trend and consolidation. Position sizes in pharmacy retailer CVS and autoparts distributor AutoZone were increased during the period. The new purchases and additions were partially sourced by trims in apparel names and specialty stores where the risk-reward tradeoff, we felt, was lower.

Without having any exposure to banks, the strategy's remained overweight to financial services companies. The portfolio's focus in the space leaned largely towards credit/debit payment processors, asset managers/brokers, and exchanges. During the quarter, we significantly decreased the portfolio's position in credit card issuer American Express and eliminated insurance provider MetLife where longer-term fundamentals we felt were at risk.

Consumer staples, generally, in our view remains a sector with both stretched valuations and lower growth prospects versus the opportunity set. We've focused the portfolio in names we believe with greater access to faster-growing end markets and/or differentiated products and as a result possess a higher growth orientation versus industry peers.

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Bay County Employees' Retirement System - Growth Equity

BCS

Valuation Summary

31-Mar-15

Portfolio Currency: USD

	Cost	Market Value	Accrued Income	Total Value	Total Value
CASH	894,432.20	894,432.20	0.00	894,432.20	2.73 %
COMMON STOCK	22,812,057.92	31,323,445.73	16,734.73	31,340,180.46	95.61 %
ADR	549,036.95	545,807.06	0.00	545,807.06	1.67 %
	24,255,527.07	32,763,684.99	16,734.73	32,780,419.72	100.00 %
Accrued Income:		16,734.73			
Total Value:		32,780,419.72			

This report contains trade date position values, calculated by MFS. This is not the official book of record for the account. Cash is a net cash balance comprised of cash on deposit, and payables and receivables that have not settled.

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Bay County Employees' Retirement System - Growth Equity

Valuation Summary by Country 31-Mar-15 Portfolio Currency: USD

Issuer Country	Cost	Market Value	Accrued Income	Total Value	Total Value
CASH					
United States	894,432.20	894,432.20	0.00	894,432.20	2.73%
	894,432.20	894,432.20	0.00	894,432.20	2.73%
COMMON STOCK					
Canada	317,094.65	462,667.48	259.33	462,946.81	1.41%
Netherlands	79,729.49	80,187.64	0.00	80,187.64	0.24%
United States	22,415,233.78	30,780,570.61	16,475.40	30,797,046.01	93.95%
	22,812,057.92	31,323,445.73	16,734.73	31,340,180.46	95.61%
ADR					
China	40,881.17	35,127.28	0.00	35,127.28	0.11%
France	508,155.78	510,679.78	0.00	510,679.78	1.56%
	549,036.95	545,807.06	0.00	545,807.06	1.67%
Portfolio Totals:	24,255,527.07	32,763,684.99	16,734.73	32,780,419.72	100.00%

 Accrued Income:
 Total Value:

 16,734.73
 32,780,419.72

This report contains trade date position values, calculated by MFS. This is not the official book of record for the account. Cash is a net cash balance comprised of cash on deposit, and payables and receivables that have not settled.

Overview

Fund Valuation

Value at 31 December 2014	Net Cash Flow	Value at 31 March 2015
US\$ 17,488,234	US\$ 7,686,250	US\$ 26,587,112

Performance

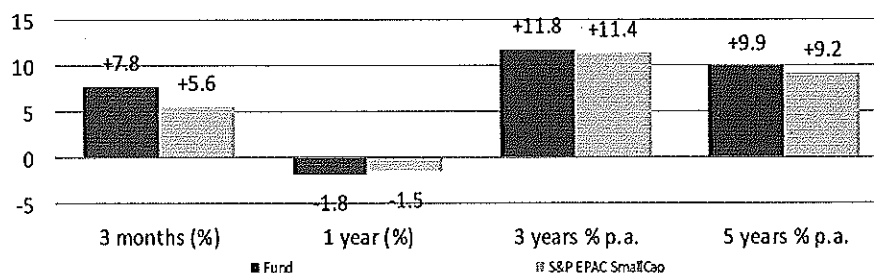
Periods to 31 March 2015

Total returns US\$	3 months (%)	1 year (%)	3 years %p.a.	5 years %p.a.	SI** %p.a.
Fund	+7.8	-1.8	+11.8	+9.9	+6.1
Index*	+5.6	+0.0	+12.9	+10.7	+6.4
S&P EPAC SmallCap	+5.6	-1.5	+11.4	+9.2	+4.9
Value added rel Index*	+1.9	-1.8	-1.1	-0.8	-0.3
Difference vs EPAC Sm	+2.2	-0.3	+0.4	+0.7	+1.2

Source: Schroders. Gross of fees. *S&P EPAC SmallCap Index plus 150 basis points ** Since inception June 30, 2006

All subsequent performance comments and numbers are relative to S&P EPAC SmallCap Index

Performance versus benchmark (%)



Summary

International equities registered positive returns over the first quarter with central banks in the eurozone and China easing monetary policy. Oil prices stabilised after their previous sharp drop. International smaller companies outperformed their large cap peers with the S&P EPAC SmallCap Index returning +5.6% compared to the MSCI EAFE return of +4.9%. Outperformance came from all regions apart from Japan with the strongest contributions from Pacific ex Japan and the United Kingdom.

The Fund outperformed the index in the first quarter returning +7.8% compared to the S&P EPAC SmallCap Index return of +5.6%. Outperformance was thanks to positive stock selection in continental Europe and Japan only partially offset by shortfalls in Pacific ex Japan. Regional allocation had a broadly neutral impact as the benefit from our underweight in the United Kingdom was offset by holding any cash in markets up almost 6% over the period.

Over the 12 months period the Fund marginally trailed the index returning -1.8% compared to the S&P EPAC SmallCap Index return of -1.5%. Underperformance was a result of negative stock selection with positive selection in Japan more than offset by negative selection in the other regions. Regional allocation produced some offset thanks to our exposure to Emerging Markets and underweight in Pacific ex Japan more than offsetting the negative impact from our underweight to Japan.

Equity investors have drawn some comfort from the loose monetary environment, but this has been tempered by fears that the global economy remains in the grip of secular stagnation and deflationary conditions. We would not be as pessimistic, and see a period of steady low inflationary expansion. Fears of stagnation arise from mistaking lags for longer-term factors. In particular, the recovery of bank lending in a number of markets, especially in Europe, was bound to take time given the damage wrought by the GFC. Similarly the adverse effects of lower commodity prices have been quicker to hit resource dependent economies than for the benefit to come through for energy/commodity consuming companies and consumers. Consequently, despite the recent weaker tone to US growth, we have generally raised our projections for growth in other developed markets while reducing those for emerging markets (though less for the Asian markets in which we have the bulk of our small cap exposure). We continue to feel that the outlook is one that should favour our focus on well financed companies with superior secular growth characteristics, above average returns and healthy opportunities to invest for growth. While smaller companies may have less financing options than larger companies, their greater flexibility and narrower focus are significant advantages in providing opportunities to gain exposure to niches of growth.

Ms. Crystal Herbert
 Bay County Financial Officer
 Bay County Retirement System
 515 Center Avenue
 Suite 701
 Bay City, MO 48708

Date 4/20/2015

Page 1 of 2

Commission Program Review
 Rep: MARY DAVIDSON

Month Summary: BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

Period: March 1, 2015 To March 31, 2015

	<u>March 2015</u>	<u>Year To Date</u>
Opening Balance:	\$3.00 ^{*cr}	\$3.00 ^{*cr}
Commission:	\$67.00	\$135.50
Credit:	\$0.00	\$0.00
Payments:	\$3.00	\$3.00
Adjustments:	\$0.00	\$0.00
Ending Balance:	\$0.00	\$0.00

*Previous Year's closing balance

Manager Commission Summary

	<u>March 2015</u> <u>Commission</u>	<u>March 2015</u> <u>Credit</u>	<u>Year to Date</u> <u>Commission</u>	<u>Year to Date</u> <u>Credit</u>
HOTCHKIS & WILEY	\$67.00	\$0.00	\$135.50	\$0.00
Total:	\$67.00	\$0.00	\$135.50	\$0.00

Payments Summary

	<u>March 2015</u>	<u>Year to Date</u>
BAY COUNTY EMPLOYEES RETIREMENT SYSTEM	\$3.00	\$3.00
Total:	\$3.00	\$3.00

<p><i>Are you considering making a portfolio change soon? Contact your Abel Noser representative or Transitions@abelnoser.com for information about our Transition Service which was rated #1 in the 'Overall Service' category in the 2013 aiCIO Global TM Survey.</i></p>
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In order to comply with ERISA; It is our understanding that the monies disbursed from your commission recapture account are for the exclusive benefit of the plan's participants and their beneficiaries. Please contact us if you see there are any exceptions to this compliance.



1601 Elm Street, Suite 3900
Dallas, Texas 75201

214.720.0055
800.247.6729

Founded 1977
Member NYSE, FINRA, NFA, SIPC

Bay County Employees' Ret. Sys.

CAPIS Account: 10263

Settlement Month Ending: 3/31/2015

TOTAL COMMISSION

COMMISSION ALLOCATION

	March	YTD	March	YTD	March	YTD
Beginning Balance						
U.S. Equity	55.16	452.80	13.79	183.31	\$250.17	\$380.62
International Equity	-	-	-	-	41.37	269.49
Fixed Income	-	-	-	-	-	-
International Fixed Income	-	-	-	-	-	-
New Issues	-	-	-	-	-	-
Options	-	-	-	-	-	-
Futures	-	-	-	-	-	-
Foreign Currency	-	-	-	-	-	-
Syndicates	-	-	-	-	-	-
U.S. Correspondent Equity	124.59	165.93	58.14	77.43	66.45	88.50
Recapture Subtotals	\$ 179.75	\$ 618.73	\$ 71.93	\$ 260.74	\$ 107.82	\$ 357.99
Execution	\$ 0.00	\$ 20.24				
Directed	\$ 0.00	\$ 0.00				
Correspondent Broker/Dealer	\$ 0.00	\$ 0.00				
Total	\$ 179.75	\$ 638.97				

Total Earned	\$ 107.82	\$ 357.99
Total Redeemed	\$ 0.00	\$ 380.62
Balance as of 3/31/2015	\$ 357.99	\$ 357.99

Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar 1, 2015 To Mar 31, 2015

Page 1 of 6

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2608694

ACCOUNT NAME : *BAYCO - COLUMBIA MANAGEMENT

CURRENCY : USD

OPEN CASH	0.00	1,661.74	0.00	0.00	1,661.74
TERM CASH	0.00	287.54	0.00	0.00	287.54
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,949.28	0.00	0.00	1,949.28
TOTAL REBATES	0.00	189.89	0.00	0.00	189.89
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,759.39	0.00	0.00	1,759.39
BANK FEES	0.00	527.21	0.00	0.00	527.21
NET INCOME	0.00	1,232.18	0.00	0.00	1,232.18

ACCOUNT NUMBER : 2618668

ACCOUNT NAME : *BAYCO - BAIRD -SL

CURRENCY : USD

OPEN CASH	2,109.25	0.00	0.00	0.00	2,109.25
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	4.36	0.00	0.00	0.00	4.36
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	2,113.61	0.00	0.00	0.00	2,113.61
TOTAL REBATES	1,389.51	0.00	0.00	0.00	1,389.51
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	724.10	0.00	0.00	0.00	724.10
BANK FEES	217.12	0.00	0.00	0.00	217.12
NET INCOME	506.98	0.00	0.00	0.00	506.98

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Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar 1, 2015 To Mar 31, 2015

Page 2 of 6

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2622490

ACCOUNT NAME : *BAYCO - MACKAY SHIELDS -SL

CURRENCY : USD

OPEN CASH	982.63	115.53	0.00	7.03	1,105.19
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	182.12	0.00	0.00	0.00	182.12
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	1,164.75	115.53	0.00	7.03	1,287.31
TOTAL REBATES	-979.92	8.61	0.00	0.46	-970.85
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	2,144.67	106.92	0.00	6.57	2,258.16
BANK FEES	643.09	32.03	0.00	1.95	677.07
NET INCOME	1,501.58	74.89	0.00	4.62	1,581.09

ACCOUNT NUMBER : 2622536

ACCOUNT NAME : *BAYCO - HOTCHKIS & WILEY -SL

CURRENCY : USD

OPEN CASH	0.00	1,456.01	0.00	275.17	1,731.18
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	3.50	0.00	0.00	3.50
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,459.51	0.00	275.17	1,734.68
TOTAL REBATES	0.00	87.08	0.00	0.18	87.26
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,372.43	0.00	274.99	1,647.42
BANK FEES	0.00	407.71	0.00	81.61	489.32
NET INCOME	0.00	964.72	0.00	193.38	1,158.10

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Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar 1, 2015 To Mar 31, 2015

Page 3 of 6

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2641401

ACCOUNT NAME : *BAYCO - LOOMIS SAYLES -SL

CURRENCY : USD

OPEN CASH	1,008.11	0.00	449.50	0.00	1,457.61
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	16.04	0.00	10.65	0.00	26.69
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	1,024.15	0.00	460.15	0.00	1,484.30
TOTAL REBATES	-39.61	0.00	-247.87	0.00	-287.48
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	1,063.76	0.00	708.02	0.00	1,771.78
BANK FEES	318.31	0.00	212.04	0.00	530.35
NET INCOME	745.45	0.00	495.98	0.00	1,241.43

ACCOUNT NUMBER : 2649057

ACCOUNT NAME : *BAYCO GENEVA CAPITAL MGMT -SL

CURRENCY : USD

OPEN CASH	0.00	2,737.78	0.00	156.91	2,894.69
TERM CASH	0.00	1.02	0.00	0.00	1.02
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	2,738.80	0.00	156.91	2,895.71
TOTAL REBATES	0.00	170.38	0.00	10.33	180.71
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,568.42	0.00	146.58	2,715.00
BANK FEES	0.00	769.54	0.00	43.91	813.45
NET INCOME	0.00	1,798.88	0.00	102.67	1,901.55

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Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar 1, 2015 To Mar 31, 2015

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2653308

ACCOUNT NAME : *BAYCO - INTEGRITY -SL

CURRENCY : USD

OPEN CASH	0.00	2,149.03	0.00	128.28	2,277.31
TERM CASH	0.00	1.29	0.00	0.00	1.29
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	2,150.32	0.00	128.28	2,278.60
TOTAL REBATES	0.00	93.40	0.00	-25.16	68.24
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,056.92	0.00	153.44	2,210.36
BANK FEES	0.00	615.16	0.00	45.96	661.12
NET INCOME	0.00	1,441.76	0.00	107.48	1,549.24

ACCOUNT NUMBER : 2653296

ACCOUNT NAME : *BAYCO - CORNERSTONE REALES-SL

CURRENCY : USD

OPEN CASH	0.00	1,592.60	0.00	0.00	1,592.60
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,592.60	0.00	0.00	1,592.60
TOTAL REBATES	0.00	94.17	0.00	0.00	94.17
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,498.43	0.00	0.00	1,498.43
BANK FEES	0.00	448.09	0.00	0.00	448.09
NET INCOME	0.00	1,050.34	0.00	0.00	1,050.34

Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar 1, 2015 To Mar 31, 2015

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	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2683854

ACCOUNT NAME : *BAYCO - MFS INVESTMENTS -SL

CURRENCY : USD

OPEN CASH	0.00	1,965.56	0.00	157.90	2,123.46
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	6.47	0.00	0.00	6.47
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,972.03	0.00	157.90	2,129.93
TOTAL REBATES	0.00	101.43	0.00	-42.80	58.63
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,870.60	0.00	200.70	2,071.30
BANK FEES	0.00	560.04	0.00	60.05	620.09
NET INCOME	0.00	1,310.56	0.00	140.65	1,451.21

ACCOUNT NUMBER : 2695063

ACCOUNT NAME : *BAYCO - EAGLE ASSET -SL

CURRENCY : USD

OPEN CASH	0.00	1,618.04	0.00	43.50	1,661.54
TERM CASH	0.00	92.29	0.00	0.00	92.29
NON CASH	0.00	5.86	0.00	0.00	5.86
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,716.19	0.00	43.50	1,759.69
TOTAL REBATES	0.00	-208.75	0.00	-127.46	-336.21
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,924.94	0.00	170.96	2,095.90
BANK FEES	0.00	573.54	0.00	51.19	624.73
NET INCOME	0.00	1,351.40	0.00	119.77	1,471.17

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Securities Lending

Summary Earnings Report for MR

2618668,2608694,2663296,2695063,2622536,2653308,26

From Mar '1, 2015 To Mar '31, 2015

Page 6 of 6

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
GRAND TOTAL					
CURRENCY : USD					
OPEN CASH	4,099.99	13,296.29	449.50	768.79	18,614.57
TERM CASH	0.00	382.14	0.00	0.00	382.14
NON CASH	202.52	15.83	10.65	0.00	229.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	4,302.51	13,694.26	460.15	768.79	19,225.71
TOTAL REBATES	369.98	536.21	-247.87	-184.45	473.87
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	3,932.53	13,158.05	708.02	953.24	18,751.84
BANK FEES	1,178.52	3,933.32	212.04	284.67	5,608.55
NET INCOME	2,754.01	9,224.73	495.98	668.57	13,143.29

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Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

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Northern Trust

* Generated on 06 May 15 11:02 No. 60525

REFUNDS: FOR THE MONTH ENDED:

April 30, 2015

EMPLOYEE/BENEFICIARY	CONTRIBUTIONS	PROCESSED	DEPARTMENT	TERMINATION
Smith, Betty	2,563.41	4/10/15	BABH	6/14/14
Price, Allison	700.06	4/10/15	BABH	8/25/14

TOTAL REFUNDS: 3,263.47

NEW RETIREE	CONTRIBUTIONS TRANSFERRED	RETIREMENT GROUP/ COUNTY DEPT	EFFECTIVE DATE
Bartkowiak, Lori	\$ 42,115.86	BMCF	3/14/2015
Marchlewicz, Margaret	77,201.72	GENERAL	42,109.00

DECEASED EMPLOYEE/ RETIREE	BENEFICIARY	REFUND/ PENSION	DATE OF DEATH	DIVISION/ DEPARTMENT
Leinberger, John	Leinberger, Tina	2,503.62	3/20/2015	Road

NO REFUNDS EMPLOYEE NAME	ACCUMULATED CONTRIBUTIONS	UNION GROUP	DATE TERMINATED
Brown, Stephanie	332.34	non-union	3/20/2015
Courier, Rebecca	69.96	usw	3/10/2015
Leske, Jamie	5,485.25	usw	3/16/2015
McKinnon, Kimberly	1,946.21	usw	3/16/2015
Meyers, Anthony	21.29	usw	3/24/2015

7,522.71

Bay County, Michigan

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BAY COUNTY, MI
YEAR-TO-DATE BUDGET REPORT

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FOR 2015 04

	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	MTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
7310 RETIREMENT SYSTEM FUND							
73127400 RETIREMENT BOARD							
RA FUND BALANCE, NET AS							
73127400 40001 FUND BALANCE	0	0	.00	.00	.00	.00	.0%
73127400 40003 FUND BALANCE-RESERVS	36,190	36,190	.00	.00	.00	36,190.00	.0%
73127400 40004 NET ASSETS - RESERV	3,763,344	3,763,344	.00	.00	.00	3,763,344.00	.0%
TOTAL FUND BALANCE, NET AS	3,799,534	3,799,534	.00	.00	.00	3,799,534.00	.0%
RJ LOCAL UNIT CONTRIBUT							
73127400 59401 ER CONTR-BEHAVE, HEA	-1,300,000	-1,300,000	-158,904.33	-158,904.33	.00	-1,141,095.67	12.2%
73127400 59402 ER CONTR-MOSQUITO C	-13,000	-13,000	-3,080.03	.00	.00	-9,919.97	23.7%
73127400 59403 ER CONTR-HEALTH FUN	-57,000	-57,000	-14,388.52	.00	.00	-42,611.48	25.2%
73127400 59404 ER CONTR-ROAD COMM	-520,000	-520,000	-128,523.85	-175,296.72	.00	-391,476.15	24.7%
73127400 59406 ER CONTR-LIBRARY	-130,000	-130,000	-41,614.22	-41,614.22	.00	-88,385.78	32.0%
73127400 59407 ER CONTR-GOLF COURSE	-6,000	-6,000	-1890.22	.00	.00	-5,109.78	14.8%
73127400 59408 ER CONTR-GENERAL FU	-375,000	-375,000	-104,261.19	.00	.00	-270,738.81	27.8%
73127400 59410 ER CONTR-911. SERVIC	-250,000	-250,000	-97,769.33	-97,769.33	.00	-152,230.67	39.1%
73127400 59411 ER CONTR-CHILD CARE	-45,000	-45,000	-8,805.06	.00	.00	-35,425.35	21.3%
73127400 59412 ER CONTR-DIV ON AGI	-40,000	-40,000	-8,778.39	.00	.00	-31,194.94	22.0%
73127400 59413 ER CONTR-RETIRES SYS	-43,000	-43,000	-524.44	.00	.00	-1,275.56	29.1%
73127400 59414 ER CONTR-HOMELAND S	-1,800	-1,800	-427.84	.00	.00	-1,372.16	21.4%
73127400 59415 ER CONTR-GYPSY MOTH	-3,500	-3,500	-53.21	.00	.00	-1,572.79	29.6%
73127400 59416 ER CONTR-HOME REHAB	-2,000	-2,000	-677.47	.00	.00	-2,522.53	21.2%
73127400 59418 ER CONTR-100% TAX P	-180	-180	-48,783.43	-124,836.62	.00	-651,216.57	7.0%
73127400 59419 ER CONTR-MED CARE F	-3,200	-3,200	-130.79	.00	.00	-369.21	26.2%
73127400 59424 ER CONTR-SELM INSUR	-500	-500	-343.10	.00	.00	-2,756.90	11.1%
73127400 59427 ER CONTR-CORRE COBE	-3,100	-3,100	-572.86	.00	.00	-1,527.14	27.3%
73127400 59429 ER CONTR-F.O.C. FUN	-2,100	-2,100	-1,216.08	.00	.00	-5,583.92	17.9%
73127400 59430 ER CONTR-HOUSING FU	-6,800	-6,800	.00	.00	.00	.00	.0%
73127400 59434 ER CONTR-SHERIFF DE	0	0	.00	.00	.00	.00	.0%
73127400 59499 ER CONTR-BEHAVE, HEA	0	0	-79,521.67	-79,521.67	.00	-500,478.33	13.7%

Bay County Michigan

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 RMasters YEAR-TO-DATE BUDGET REPORT

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FOR 2015 04

	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	MTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 59502	BE CONTR-MOSQUITO C	-12,500	-3,080.03	.00	.00	-9,419.97	24.6%*
73127400 59503	BE CONTR-HEALTH FUN	-60,000	-14,388.52	.00	.00	-45,611.48	24.0%*
73127400 59504	BE CONTR-ROAD COMM	-130,000	-31,305.05	.00	.00	-98,694.95	24.1%*
73127400 59506	BE CONTR-LIBRARY	-75,000	-17,975.83	.00	.00	-57,024.17	24.0%*
73127400 59507	BE CONTR-GOLF COUR	-4,800	-890.22	.00	.00	-3,909.78	18.5%*
73127400 59508	BE CONTR-GENERAL FU	-500,000	-106,717.80	.00	.00	-393,282.20	21.3%*
73127400 59509	BE CONTR-DMS	-85,000	-24,877.81	.00	.00	-60,122.19	29.3%*
73127400 59510	BE CONTR-911 SERVIC	-62,000	-14,152.38	.00	.00	-47,847.62	22.8%*
73127400 59511	BE CONTR-CHILD CARE	-40,000	-8,805.06	.00	.00	-31,194.94	22.0%*
73127400 59512	BE CONTR-DIV ON AGI	-43,000	-8,778.39	.00	.00	-34,221.61	20.4%*
73127400 59513	BE CONTR-RETIRE SYS	-1,800	-524.45	.00	.00	-1,275.55	29.1%*
73127400 59514	BE CONTR-HOMELAND S	0	.00	.00	.00	.00	.0%*
73127400 59515	BE CONTR-GYPSY MOTH	-1,900	-427.84	.00	.00	-1,472.16	22.5%*
73127400 59516	BE CONTR-HOME REHAB	-180	-53.21	.00	.00	-136.79	29.6%*
73127400 59518	BE CONTR-100% TAX P	-3,000	-677.47	.00	.00	-2,322.53	22.6%*
73127400 59519	BE CONTR-MED CARE F	-380,000	-33,663.43	.00	.00	-346,336.57	8.9%*
73127400 59524	BE CONTR-SELF INSUR	-400	-130.79	.00	.00	-269.21	32.7%*
73127400 59527	BE CONTR-COMM CORE	-3,100	-343.10	.00	.00	-2,756.90	11.1%*
73127400 59530	BE CONTR-F.O.C. FUN	-2,100	-572.86	.00	.00	-1,527.14	27.3%*
73127400 59534	BE CONTR-LOCAL CEO	0	.00	.00	.00	.00	.0%*
73127400 59539	BE CONTR-SHERIFF DE	-245,000	-19,810.51	.00	.00	-225,189.49	8.1%*
TOTAL LOCAL UNIT CONTRIBUT	-5,738,760	-5,738,760	-997,231.51	-845,219.18	.00	-4,741,528.49	17.4%*
RP INTEREST & RENTALS							
73127400 66400	INVESTMENT INTEREST	-5,000,000	-912,986.66	.00	.00	-4,087,013.34	18.3%*
73127400 66500	GAIN ON SALE OF INV	-15,000,000	-15,442,746.18	.00	.00	442,746.18	103.0%*
73127400 66501	UNREALIZED GAIN ON	-3,000,000	.00	.00	.00	-3,000,000.00	.0%*
73127400 66502	GAIN ON FOREIGN CUR	-40,000	-70.22	.00	.00	-39,929.78	.2%*
73127400 66600	SECURITIES LENDING	-300,000	-32,706.06	.00	.00	-267,293.94	10.9%*
TOTAL INTEREST & RENTALS	-23,340,000	-23,340,000	-16,388,509.12	-16,388,509.12	.00	-6,951,490.88	70.2%*
RR OTHER REVENUE							
73127400 67104	MISCELLANEOUS REVENUE	0	.00	.00	.00	.00	.0%*
73127400 67600	REIMBURSEMENTS	0	.00	.00	.00	.00	.0%*
73127400 67601	REIMBURSEMENT - IND	0	.00	.00	.00	.00	.0%*

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Bay County, Michigan

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BAY COUNTY, MI
YEAR-TO-DATE BUDGET REPORT

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FOR 2015 04

	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	MTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 68900 TRADE-IN ALLOWANCE	0	0	.00	.00	.00	.00	.0%
73127400 69000 COMMISSION RECAPTUR	-25,000	-25,000	-549.13	-549.13	.00	-24,450.87	2.2%*
73127400 69200 CLAIMS/SETTLEMENTS/	-150,000	-150,000	-14,053.72	-14,053.72	.00	-135,946.28	9.4%*
TOTAL OTHER REVENUE	-175,000	-175,000	-14,602.85	-14,602.85	.00	-160,397.15	8.3%

XE WAGES & SALARIES

73127400 70300 SALARIES-ELECTED OR	49,153	49,153	13,513.77	3,517.28	.00	35,639.23	27.5%
73127400 70500 TEMPORARY HELP	12,740	12,740	2,034.78	536.64	.00	10,705.22	16.0%
73127400 70501 PART TIME WAGES	6,238	6,238	3,110.01	1,048.62	.00	3,127.99	49.9%*
73127400 70600 OVERTIME	2,809	2,809	161.98	161.98	.00	2,647.02	5.8%*
73127400 70800 HOLIDAY PAY	0	0	874.32	218.58	.00	-874.32	100.0%*
73127400 71000 PER DIEM	3,420	3,420	405.00	.00	.00	3,015.00	11.8%
73127400 71200 VACATION PAY	0	0	.00	.00	.00	.00	.0%
73127400 71202 SICK PAY	0	0	.00	.00	.00	.00	.0%
73127400 71203 TERMINATION SICK PA	0	0	.00	.00	.00	.00	.0%
73127400 71204 TERMINATION VACATION	0	0	.00	.00	.00	.00	.0%
TOTAL WAGES & SALARIES	74,360	74,360	20,099.86	5,483.10	.00	54,260.14	27.0%

XF FRINGES

73127400 71500 SOCIAL SECURITY	4,097	4,097	1,366.47	382.90	.00	2,730.53	33.4%*
73127400 71600 HEALTH INSURANCE	12,989	12,989	4,329.36	1,082.34	.00	8,659.64	33.3%
73127400 71603 RETIREE HEALTH CARE	0	0	.00	.00	.00	.00	.0%
73127400 71632 EMPLOYEE INCENTIVE	103	103	.00	.00	.00	103.00	.0%
73127400 71700 LIFE INSURANCE	131	131	36.00	10.80	.00	95.00	27.5%*
73127400 71800 RETIREMENT	4,434	4,434	1,444.60	395.70	.00	2,989.40	32.6%
73127400 71900 OTHER FRINGE BENEFIT	96	96	.00	.00	.00	96.00	.0%
73127400 72001 SIF ADMINISTRATION	0	0	.00	.00	.00	.00	.0%
73127400 72100 WORKERS' COMPENSATI	84	84	29.56	8.22	.00	54.44	35.2%*
73127400 72200 SICK AND ACCIDENT I	517	517	151.39	40.58	.00	365.61	29.3%*
73127400 72500 UNEMPLOYMENT COMPEN	251	251	88.61	24.67	.00	162.39	35.3%*
TOTAL FRINGES	22,702	22,702	7,445.99	1,945.21	.00	15,256.01	32.8%

XI SUPPLIES

73127400 72700 OFFICE SUPPLIES	2,000	2,000	732.93	.00	.00	1,267.07	36.6%*
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Bay County Michigan

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BAY COUNTY, MI
YEAR-TO-DATE BUDGET REPORT

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FOR 2015 04

	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	MTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 72702 BOOK SUPPLIES	0	0	.00	.00	.00	1,000.00	.0%
73127400 72800 PRINTING AND BINDIN	1,000	1,000	.00	.00	.00	207.79	30.7%
73127400 72900 POSTAGE	300	300	92.21	.00	.00	600.00	.0%
73127400 73000 MAGAZINES AND PERIO	600	600	.00	.00	.00	500.00	.0%
73127400 73301 COPIER / FAX SUPPL	500	500	.00	.00	.00	150.00	.0%
73127400 74200 FOOD SUPPLIES	150	150	.00	.00	.00	-17.00	100.0%*
73127400 74700 PHOTO & MICROFILM/F	0	0	.00	.00	.00	1,500.00	.0%
73127400 75000 GAS, OIL AND GREASE	0	0	17.62	17.62	.00	5,207.24	13.9%
73127400 75100 COMPUTER SUPPLIES	1,500	1,500	.00	.00	.00		
TOTAL SUPPLIES	6,050	6,050	842.76	17.62	.00		

XL OTHER SERVICES AND C

73127400 80100 PROFESSIONAL SERVIC	1,500,000	1,500,000	55,747.33	.00	.00	1,444,252.67	3.7%
73127400 80101 ACTUARIAL SERVICES	40,000	40,000	.00	.00	.00	40,000.00	.0%
73127400 80200 CONTRACTUAL SERVICE	0	0	.00	.00	.00	1,000.00	.0%
73127400 81200 MEDICAL SERVICES	1,000	1,000	.00	.00	.00	160,431.34	30.2%
73127400 81400 INVESTMENT/BANK SER	230,000	230,000	69,568.66	.00	.00	7,500.00	.0%
73127400 81700 LEGAL FEES	7,500	7,500	.00	.00	.00	70,000.00	.0%
73127400 81900 CONSULTANTS	140,000	140,000	70,000.00	.00	.00	250.00	.0%
73127400 82000 MEMBERSHIPS AND DUE	550	550	.00	.00	.00	374.43	10.9%
73127400 82900 FILING FEES	250	250	.00	.00	.00	14,647.71	2.3%
73127400 83500 HEALTH SERVICES	0	0	.00	.00	.00	1,887.71	5.6%
73127400 85200 TELEPHONE	420	420	45.57	8.73	.00	273.04	9.0%
73127400 85100 CONFERENCE FEES & E	15,000	15,000	352.29	112.29	.00	9,026,280.29	30.6%
73127400 86500 STATE TRAVEL MILEAG	2,000	2,000	.00	.00	.00	500.00	.0%
73127400 86600 LOCAL TRAVEL MILEAG	300	300	26.96	.00	.00	1,000.00	.0%
73127400 87500 PENSION PAYMENTS	13,000,000	13,000,000	3,973,719.71	3,973,719.71	.00	-2,400.00	100.0%*
73127400 90000 PRINTING/PUBLISHING	500	500	.00	.00	.00	4,838.40	.0%
73127400 90100 LEGAL NOTICES	1,000	1,000	.00	.00	.00	500.00	.0%
73127400 93100 EQUIPMENT REPAIR &	500	500	.00	.00	.00	83,404.55	24.2%
73127400 93700 HARD/SOFTWARE REPAI	0	0	.00	.00	.00	-1,497.50	199.8%*
73127400 95500 MISCELLANEOUS	5,000	5,000	161.60	.00	.00	8,264,006.45	17.4%
73127400 95600 INDIRECT COST EXPE	110,094	110,094	26,689.45	8,340.45	.00	100,000.00	.0%
73127400 96000 EDUCATION AND TRIN	1,500	1,500	2,997.50	.00	.00	58,839.78	1.9%
73127400 96200 LOSS ON DISPOSAL OF	10,000,000	10,000,000	1,735,993.55	1,735,993.55	.00	5,000.00	.0%
73127400 96201 UNREALIZED LOSS ON	0	0	.00	.00	.00		
73127400 96203 LOSS ON FOREIGN CUR	100,000	100,000	.00	.00	.00		
73127400 96401 CONTRIB REFUND-GENE	60,000	60,000	1,160.22	1,160.22	.00		
73127400 96402 CONTRIB REFUND-SHER	5,000	5,000	.00	.00	.00		

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FOR 2015 04

	ORIGINAL APPROP	REVISED BUDGET	YTD ACTUAL	MTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 96403 CONTRIB REFUND-ROAD	5,000	5,000	.00	.00	.00	5,000.00	.0%
73127400 96404 CONTRIB REFUND-MED	40,000	40,000	11,603.72	11,603.72	.00	28,396.28	29.0%
73127400 96405 CONTRIB REFUND-B.A.	50,000	50,000	27,811.37	27,811.37	.00	22,188.63	55.6%*
73127400 96406 CONTRIB REFUND-D.W.	5,000	5,000	.00	.00	.00	5,000.00	.0%
73127400 96407 CONTRIB REFUND-LIBR	5,000	5,000	.00	.00	.00	5,000.00	.0%
73127400 96500 INSURANCE AND BONDS	22,000	22,000	.00	.00	.00	22,000.00	.0%
73127400 96730 MACHINERY & EQUIPME	2,000	2,000	.00	.00	.00	2,000.00	.0%
73127400 96740 OFFICE EQUIP. & FURN	1,000	1,000	.00	.00	.00	1,000.00	.0%
73127400 96741 COMPUTER HARDWARE E	0	0	.00	.00	.00	.00	.0%
73127400 96742 COMPUTER SOFTWARE E	0	0	.00	.00	.00	.00	.0%
73127400 96770 BOOK EXPENSE	0	0	.00	.00	.00	.00	.0%
73127400 96999 BUDGET REDUCTION TA	0	0	.00	.00	.00	.00	.0%
TOTAL OTHER SERVICES AND C	25,351,114	25,351,114	5,978,277.93	5,863,318.70	112.29	19,372,723.78	23.6%

XQ CAPITAL OUTLAY

73127400 98001 COMPUTER SOFTWARE	0	0	.00	.00	.00	.00	.0%
TOTAL CAPITAL OUTLAY	0	0	.00	.00	.00	.00	.0%
TOTAL RETIREMENT BOARD	0	0	-11,393,676.94	-11,377,566.52	112.29	11,393,564.65	100.0%
TOTAL RETIREMENT SYSTEM FUND	0	0	-11,393,676.94	-11,377,566.52	112.29	11,393,564.65	100.0%
TOTAL REVENUES	-25,454,226	-25,454,226	-17,400,343.48	-17,248,331.15	.00	-8,053,882.52	
TOTAL EXPENSES	25,454,226	25,454,226	6,006,666.54	5,870,764.63	112.29	19,447,447.17	
GRAND TOTAL	0	0	-11,393,676.94	-11,377,566.52	112.29	11,393,564.65	100.0%

** END OF REPORT - Generated by Rebecca Marsters **

96

Bay County, Michigan

05/06/2015 10:41
RMarslers

BAY COUNTY, MI
YEAR-TO-DATE BUDGET REPORT

P
6
51Yrdbud

REPORT OPTIONS

Sequence	Field #	Total	Page Break
Sequence 1	1	Y	N
Sequence 2	9	Y	N
Sequence 3	10	Y	N
Sequence 4	0	N	N

Report title:

YEAR-TO-DATE BUDGET REPORT

Print Full or Short description: F
Print MTD Version: Y
Print Revenues-Version headings: N
Format type: 1
Print revenue budgets as zero: N
Include Fund Balance: N
Include requisition amount: N
Multiyear view: D

Year/Period: 2015 / 4
Print revenue as credit: Y
Print totals only: N
Suppress zero bal accts: N
Print full GL account: N
Double space: N
Roll projects to object: N
Carry forward code: 1
Print journal detail: N
From Yr/Per: 2014 / 7
To Yr/Per: 2014 / 7
Include budget entries: Y
Incl encumb/liq entries: Y
Sort by JE # or PO #: J
Detail format option: 1

Find Criteria
Field Name Field Value

7310

Fund
FUNCTION
ACTIVITY
SPECIAL CODE
SPECIAL COD2
Character Code
Org
Object
Project
Account type
Account status
Rollup Code

BCERS

Invoices Approved: April

Invoice Date	Vendor	Amount	Description
4/1/2015	The Bogdahn Group	\$ 35,000.00	Q2 Performance Evaluation
3/17/2015	Shawna Walraven	\$ 112.29	Mileage to Mapers one day seminar
4/8/2015	Soaring Eagle Resort	1,420.40	Deposit for rooms for MAPERS conference
4/15/2015	Mapers	2,750.00	Mapers spring conference registration fees

BAY COUNTY RETIREMENT BOARD
5/12/15
RESOLUTION

BY: BAY COUNTY RETIREMENT BOARD (5/12/15)

WHEREAS, An application for a non-duty disability was received from Ms. Laura Janowitz.
 WHEREAS, All required documents have been filed with the Retirement Office.
 WHEREAS, Bay County Medical Director, Dr. Kirk Herrick, D.O. has reviewed all medical records and other pertinent information regarding this application.
 WHEREAS, It is Dr. Herrick's professional opinion that Ms. Janowitz is no longer able to perform the duties of her occupation.
 RESOLVED That this Board approve this non-duty disability application.

STEVE GRAY, CHAIR
 AND BOARD

NON-DUTY DISABILITY LAURA JANOWITZ

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Steve Gray				Matthew Pett				Thomas Herek			
Richard Brzezinski				Jon Morse				Richard Gromaski			
Kim Coonan				Thomas Starkweather				Kristal Goetz			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____

Kirk H. Herrick, D.O.
Medical Director, Bay County
1200 Washington Avenue
Bay County Health Department
Bay City, MI 48708

Rebecca Marsters
Retirement Administrator
Bay County Employees Retirement System
515 Center Avenue
Bay City MI 48708
April 21, 2015

Re: Laura Janowicz

Dear Ms. Marsters:

I have reviewed job description of Laura Janowicz and the recommendation of her attending physician. I also reviewed multiple reports from her specialist.

In my professional opinion she is totally and permanently disabled from performing the duties of her job. She is also not able to perform any type of gainful employment.

Sincerely,

Kirk H. Herrick, D.O.

Kirk H. Herrick, D.O.

BAY COUNTY RETIREMENT BOARD
5/12/15
RESOLUTION

BY: BAY COUNTY RETIREMENT BOARD (5/12/15)

WHEREAS, An application for a non-duty disability was received from Ms. Stacy Fletcher.
 WHEREAS, All required documents have been filed with the Retirement Office.
 WHEREAS, Bay County Medical Director, Dr. Kirk Herrick, D.O. has reviewed all medical records and other pertinent information regarding this application.
 WHEREAS, It is Dr. Herrick's professional opinion that Ms. Fletcher is no longer able to perform the duties of her occupation.
 RESOLVED That this Board approve this non-duty disability application.

STEVE GRAY, CHAIR
 AND BOARD

NON-DUTY DISABILITY STACY FLETCHER

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Steve Gray				Matthew Pett				Thomas Herek			
Richard Brzezinski				Jon Morse				Richard Gromaski			
Kim Coonan				Thomas Starkweather				Kristal Goetz			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____

Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____

Amended _____ Corrected _____ Referred _____

Kirk H. Herrick, D.O.
Medical Director
Bay County Health Department
May 4, 2015

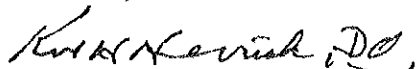
Re: Stacy Fletcher

Rebecca Marsters
Retire Administrator
Bay County

Dear Ms. Marsters:

I have reviewed the job description of Stacy Fletcher and also the medical reports from her primary care physician and two specialists. In my professional opinion she is unable to perform her job or any other type of gainful employment. She is totally and permanently disabled.

Sincerely,


Kirk H. Herrick, D.O.